

*In the*  
**United States Court of Appeals**  
*For the*  
**Ninth Circuit**

---

ESPLANADE PRODUCTIONS, INC., a California Corporation,

*Plaintiff-Appellant,*

v.

THE WALT DISNEY COMPANY, a Delaware Corporation,  
WALT DISNEY PICTURES, a California Corporation,  
DISNEY ENTERPRISES, INC., a Delaware Corporation, ABC, INC., a New York Corporation,  
BUENA VISTA HOME ENTERTAINMENT, INC., a California Corporation,  
DISNEY CONSUMER PRODUCTS, INC., a California Corporation,  
DISNEY CONSUMER PRODUCTS AND INTERACTIVE MEDIA, INC., a California Corporation,  
DISNEY BOOK GROUP, LLC, a Delaware limited liability Company,  
BUENA VISTA BOOKS, INC., a California Corporation,  
DISNEY INTERACTIVE STUDIOS, INC., a California Corporation,  
DISNEY STORE USA, LLC, a Delaware limited liability company and  
DISNEY SHOPPING, INC., a Delaware Corporation,

*Defendants-Appellees.*

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*Appeal from a Decision of the United States District Court for the Central District of California,  
No. 2:17-cv-02185-MWF-JC · Honorable Michael W. Fitzgerald*

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**EXCERPTS OF RECORD**  
**VOLUME II OF III – Pages 41 to 175**

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

ESPLANADE PRODUCTIONS, INC., a  
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USA, LLC, a Delaware limited liability  
company; DISNEY SHOPPING, INC., a  
Delaware corporation; and DOES 1  
through 10, inclusive,

Defendants.

CASE NO.: 2:17-cv-02185-MWF-JC

**NOTICE OF APPEAL**

PLAINTIFF'S NOTICE OF APPEAL



1           **TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:**

2           PLEASE TAKE NOTICE that Plaintiff Esplanade Productions, Inc. hereby  
3 appeals to the United States Court of Appeals for the Ninth Circuit from the  
4 November 8, 2017 Order of this Court (Dkt. No. 38) dismissing Plaintiff's claim for  
5 copyright infringement.

6  
7 Dated: November 22, 2017

Respectfully submitted,

8           QUINN EMANUEL URQUHART &  
9           SULLIVAN, LLP

10           By /s/ Gary E. Gans

11           \_\_\_\_\_  
12           Gary E. Gans

13           Attorneys for Plaintiff  
14           Esplanade Productions, Inc.

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Defendants.

CASE NO.: CV 17-02185-MWF (JCx)

**FIRST AMENDED COMPLAINT** [27]

**MANUALLY LODGED  
EXHIBIT 5**

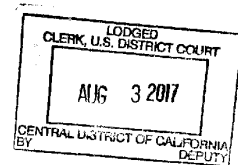
**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

☐ **VOLUMINOUS DOCUMENT**

☒ **CD, VIDEO, PHOTOS, OTHER, ETC.**

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SECTION OF THE CLERK'S  
OFFICE FOR PUBLIC VIEWING**

MWF  
JC+

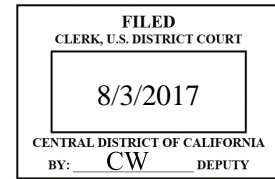


ORIGINAL

Esplanade Productions v. The Walt Disney Co., et al  
USDC CD Cal. Case No. 2:17-cv-02185-MWF-JC

Exhibits 5 to First Amended Complaint - Filed  
Manually

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through 10, inclusive,

Defendants.

CASE NO.: CV 17-02185-MWF (JCx)

**FIRST AMENDED COMPLAINT [27]**

**MANUALLY LODGED**  
**EXHIBITS: 2, 8, 9, 10**

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

☐ **VOLUMINOUS DOCUMENT**

☒ **CD, VIDEO, PHOTOS, OTHER, ETC.**

The seal of the United States District Court, Central District of California, is a circular emblem. It features an eagle with spread wings, perched on a shield with vertical stripes. Above the eagle's head is a blue field with white stars. The eagle is flanked by olive branches and arrows. The words "UNITED STATES DISTRICT COURT" are inscribed in a circle around the eagle, and "CENTRAL DISTRICT OF CALIFORNIA" is inscribed in a circle around the bottom.

**AVAILABLE IN THE RECORDS  
SECTION OF THE CLERK'S  
OFFICE FOR PUBLIC VIEWING**



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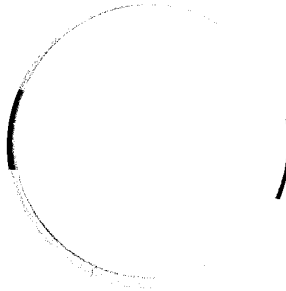


ORIGINAL

Esplanade Productions v. The Walt Disney Co., et al  
USDC CD Cal. Case No. 2:17-cv-02185-MWF-JC

Exhibits 2, 8, 9, 10 to First Amended Complaint - Filed  
Manually

**Esplanade Prods., Inc. v.  
The Walt Disney Co., et al.**



**USDC CD Cal. Case  
No. CV 17-02185-MWF (JCx) –  
EXHIBITS 8, 9, 10 to First Amended  
Complaint – filed manually**



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13 ESPLANADE PRODUCTIONS, INC., a  
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14 Plaintiff,

15 vs.

16 THE WALT DISNEY COMPANY, a  
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corporation; WALT DISNEY PICTURES,  
18 a California corporation; ABC, INC., a  
New York corporation; BUENA VISTA  
19 HOME ENTERTAINMENT, Inc., a  
California corporation; DISNEY  
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California corporation; DISNEY  
21 CONSUMER PRODUCTS AND  
INTERACTIVE MEDIA, INC., a  
22 California corporation; DISNEY BOOK  
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23 company; BUENA VISTA BOOKS, INC.,  
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24 INTERACTIVE STUDIOS, INC., a  
California corporation; DISNEY STORE  
25 USA, LLC, a Delaware limited liability  
company; DISNEY SHOPPING, INC., a  
26 Delaware corporation; and DOES 1  
through 10, inclusive,

27 Defendants.  
28

CASE NO.: CV 17-02185-MWF (JCx)

**FIRST AMENDED COMPLAINT  
FOR:**

- (1) **COPYRIGHT  
INFRINGEMENT (17 U.S.C.  
§ 101, ET SEQ.);**
- (2) **BREACH OF IMPLIED-IN-  
FACT CONTRACT;**
- (3) **BREACH OF CONFIDENCE;  
and**
- (4) **UNFAIR COMPETITION**

**JURY TRIAL DEMANDED**

1 Plaintiff Esplanade Productions, Inc. (“Esplanade”) alleges:

2  
3 **INTRODUCTION**

4 1. Copyright law protects the expression of original works of authorship  
5 from unauthorized copying. Although The Walt Disney Company rigorously  
6 enforces its copyrights, it has developed a culture that not only accepts the  
7 unauthorized copying of others’ original material, but encourages it. Byron  
8 Howard, a director and credited writer of the Disney animated motion picture,  
9 *Zootopia*, has told artists:

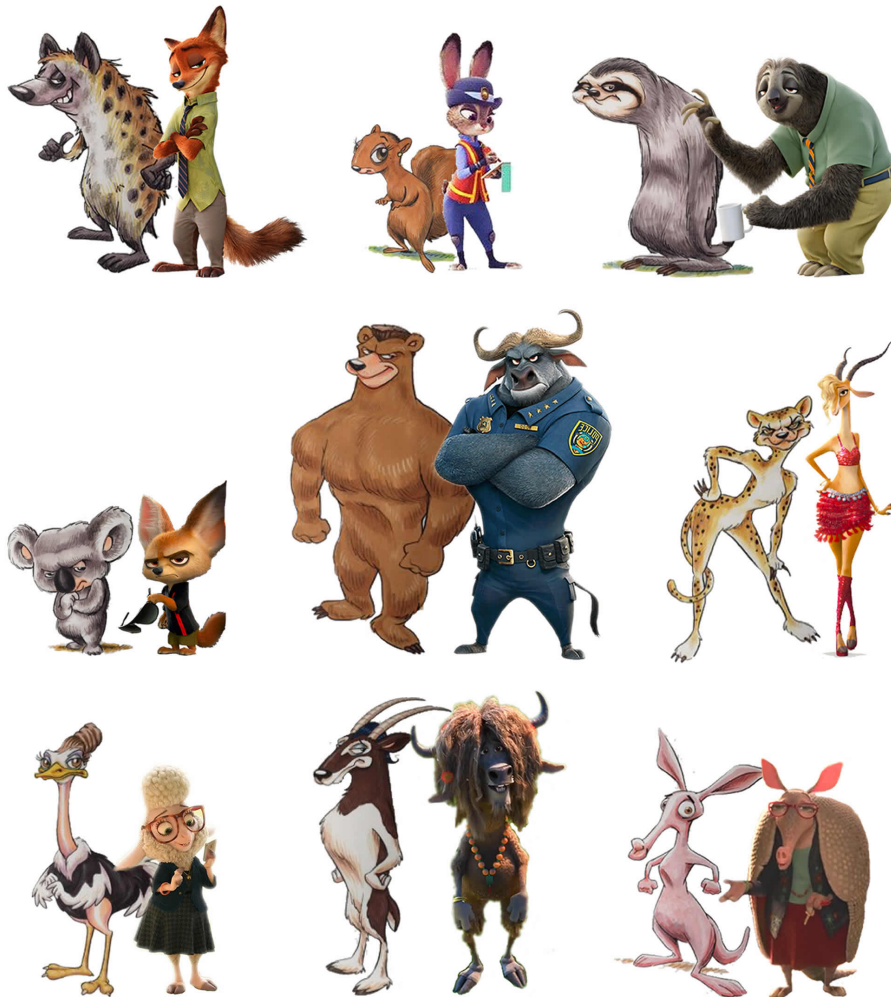
10 Don’t worry if you feel like you’re copying something,  
11 because if it comes through you, it’s going to filter through  
12 you and you’re going to bring your own unique perspective  
13 to it.

14 2. Defendants’ unauthorized appropriation of others’ intellectual property  
15 is a corporate practice that has generated tremendous profits, as numerous lawsuits  
16 and settlements demonstrate. They did it with *The Lion King* when they copied  
17 Osamu Tezuka’s *Kimba The White Lion*. They did it with *Toy Story* when they  
18 copied Jim Henson’s *The Christmas Toy*. They did it with *Monsters, Inc.* when they  
19 copied Stanley Mouse’s *Wise G’Eye*. They did it with *Up* when they copied  
20 Yannick Banchereau’s *Above Then Beyond*. They did it with the *Frozen* trailer  
21 when they copied Kelly Wilson’s *The Snowman*. And, they did it with *Inside Out*  
22 when they copied Frédéric Mayer’s and Cédric Jeanne’s *Cortex Academy*, among  
23 other sources.

24 3. They did it with *Zootopia*, too, when they copied Gary L. Goldman’s  
25 *Zootopia*. Twice -- in 2000 and 2009 -- Goldman, on behalf of Esplanade, pitched  
26 Defendants his *Zootopia* franchise, which included a live-action component called  
27 *Looney* and an animated component called *Zootopia*. He provided a treatment,

1 a synopsis, character descriptions, character illustrations, and other materials. He  
 2 even provided a title for the franchise: "Zootopia." Instead of lawfully acquiring  
 3 Goldman's work, Defendants said they were not interested in producing it and sent  
 4 him on his way. Thereafter, consistent with their culture of unauthorized copying,  
 5 Defendants copied Goldman's work. They copied Goldman's characters, dialogue,  
 6 themes, settings, plot, sequences of events, and even his title, "Zootopia." They also  
 7 copied Goldman's character designs and artwork, as shown in the side-by-side  
 8 comparison below:

9 Comparison of the Characters in the Goldman Zootopia (L) and Disney Zootopia (R)



1           4.     By this action, Esplanade seeks to hold Defendants responsible for their  
2 unauthorized copying of Goldman's work.

3                               **JURISDICTION AND VENUE**

4           5.     The Court has subject matter jurisdiction over this action pursuant to  
5 28 U.S.C. §§ 1331, 1338(a), and 1367(a) because the Court has original jurisdiction  
6 over Esplanade's claim for copyright infringement arising under 17 U.S.C. § 101,  
7 *et seq.*, and supplemental jurisdiction over Esplanade's claims arising under  
8 California law.

9           6.     The Court has personal jurisdiction over Defendants because they  
10 reside and/or conduct business in the State of California.

11           7.     Venue is proper in this district pursuant to 28 U.S.C. § 1391(b) because  
12 Defendants reside in this district and a substantial part of the events and omissions  
13 giving rise to Esplanade's claims occurred in this district. Venue also is proper in  
14 this district pursuant to 28 U.S.C. §§ 1391(c) and 1400(a) because Defendants are  
15 subject to personal jurisdiction in this district and reside in this district.

16  
17                               **PARTIES**

18           8.     Esplanade is, and at all times mentioned herein was, a corporation duly  
19 organized and existing under the laws of the State of California, with its principal  
20 place of business in Los Angeles, California.

21           9.     Esplanade is informed and believes, and on that basis alleges, that  
22 Defendant The Walt Disney Company is, and at all times mentioned herein was, a  
23 corporation duly organized and existing under the laws of the State of Delaware and  
24 qualified to do business in the State of California, with its principal place of  
25 business in Burbank, California.

26           10.    Esplanade is informed and believes, and on that basis alleges, that  
27 Defendant Disney Enterprises, Inc. is, and at all times mentioned herein was, a  
28 corporation duly organized and existing under the laws of the State of Delaware and

1 qualified to do business in the State of California, with its principal place of  
2 business in Burbank, California. Esplanade is further informed and believes, and on  
3 that basis alleges, that Disney Enterprises, Inc. is a subsidiary of The Walt Disney  
4 Company. Esplanade is further informed and believes, and on that basis alleges,  
5 that Disney Enterprises, Inc.'s primary business activity is the licensing of  
6 intellectual property rights related to motion pictures and television programs  
7 produced by its affiliates and/or subsidiaries.

8 11. Esplanade is informed and believes, and on that basis alleges, that  
9 Defendant Walt Disney Pictures is, and at all times mentioned herein was, a  
10 corporation duly organized and existing under the laws of the State of California,  
11 with its principal place of business in Burbank, California. Esplanade is further  
12 informed and believes, and on that basis alleges, that Walt Disney Pictures is a  
13 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes,  
14 and on that basis alleges, that Walt Disney Pictures' primary business activity is the  
15 development and production of motion pictures.

16 12. Esplanade is informed and believes, and on that basis alleges, that  
17 Defendant ABC, Inc. is, and at all times mentioned herein was, a corporation duly  
18 organized and existing under the laws of the State of New York, with its principal  
19 place of business in Burbank, California. Esplanade is further informed and  
20 believes, and on that basis alleges, that ABC, Inc. is a direct or indirect subsidiary of  
21 The Walt Disney Company. Esplanade is further informed and believes, and on that  
22 basis alleges, that ABC, Inc. operates a division known as Walt Disney Studios  
23 Motion Pictures, which distributes motion pictures produced by affiliated entities.

24 13. Esplanade is informed and believes, and on that basis alleges, that  
25 Defendant Buena Vista Home Entertainment, Inc. is, and at all times mentioned  
26 herein was, a corporation duly organized and existing under the laws of the State of  
27 California, with its principal place of business in Burbank, California. Esplanade is  
28 further informed and believes, and on that basis alleges, that Buena Vista Home

1 Entertainment, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further  
2 informed and believes, and on that basis alleges, that Buena Vista Home  
3 Entertainment, Inc.'s primary business activity consists of distributing Blu-ray Discs  
4 and DVDs of motion pictures produced by affiliated entities.

5 14. Esplanade is informed and believes, and on that basis alleges, that  
6 Defendant Disney Consumer Products, Inc. is, and at all times mentioned herein  
7 was, a corporation duly organized and existing under the laws of the State of  
8 California, with its principal place of business in Burbank, California. Esplanade is  
9 further informed and believes, and on that basis alleges, that Disney Consumer  
10 Products, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further  
11 informed and believes, and on that basis alleges, that Disney Consumer Products,  
12 Inc.'s primary business activity is the licensing of intellectual property rights for  
13 exploitation by third parties.

14 15. Esplanade is informed and believes, and on that basis alleges, that  
15 Defendant Disney Consumer Products and Interactive Media, Inc. is, and at all times  
16 mentioned herein was, a corporation duly organized and existing under the laws of  
17 the State of California, with its principal place of business in Burbank, California.  
18 Esplanade is further informed and believes, and on that basis alleges, that Disney  
19 Consumer Products and Interactive Media, Inc. is a subsidiary of Disney  
20 Enterprises, Inc. Esplanade is further informed and believes, and on that basis  
21 alleges, that Disney Consumer Products and Interactive Media, Inc.'s primary  
22 business activity is the licensing of intellectual property rights for exploitation by  
23 third parties.

24 16. Esplanade is informed and believes, and on that basis alleges, that  
25 Defendant Disney Book Group, LLC is, and at all times mentioned herein was, a  
26 limited liability company duly organized and existing under the laws of the State of  
27 Delaware, with its principal place of business in Burbank, California. Esplanade is  
28 further informed and believes, and on that basis alleges, that Disney Book Group,



1 LLC is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and  
2 believes, and on that basis alleges, that Disney Book Group, LLC's primary  
3 business activity is the distribution, marketing, and selling of publications related to  
4 motion pictures produced by its affiliated entities.

5 17. Esplanade is informed and believes, and on that basis alleges, that  
6 Defendant Buena Vista Books, Inc. is, and at all times mentioned herein was, a  
7 limited liability company duly organized and existing under the laws of the State of  
8 California, with its principal place of business in Burbank, California. Esplanade is  
9 further informed and believes, and on that basis alleges, that Buena Vista Books,  
10 Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and  
11 believes, and on that basis alleges, that Buena Vista Books, Inc.'s primary business  
12 activity is the distribution, marketing, and selling of publications related to motion  
13 pictures produced by its affiliated entities.

14 18. Esplanade is informed and believes, and on that basis alleges, that  
15 Defendant Disney Interactive Studios, Inc. is, and at all times mentioned herein was,  
16 a corporation duly organized and existing under the laws of the State of California,  
17 with its principal place of business in Burbank, California. Esplanade is further  
18 informed and believes, and on that basis alleges, that Disney Interactive Studios,  
19 Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and  
20 believes, and on that basis alleges, that Disney Interactive Studios, Inc.'s primary  
21 business activity is the publication and distribution of video games related to motion  
22 pictures produced by its affiliated entities.

23 19. Esplanade is informed and believes, and on that basis alleges, that  
24 Defendant Disney Store USA, LLC is, and at all times mentioned herein was, a  
25 limited liability company duly organized and existing under the laws of the State of  
26 Delaware, with its principal place of business in Burbank, California. Esplanade is  
27 further informed and believes, and on that basis alleges, that Disney Store USA,  
28 LLC is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and

1 believes, and on that basis alleges, that Disney Store USA, LLC's primary business  
2 activity is the operation of retail stores that sell merchandise related to motion  
3 pictures produced by its affiliated entities.

4 20. Esplanade is informed and believes, and on that basis alleges, that  
5 Defendant Disney Shopping, Inc. is, and at all times mentioned herein was, a  
6 corporation duly organized and existing under the laws of the State of Delaware,  
7 with its principal place of business in Burbank, California. Esplanade is further  
8 informed and believes, and on that basis alleges, that Disney Shopping, Inc. is a  
9 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes,  
10 and on that basis alleges, that Disney Shopping, Inc.'s primary business activity is  
11 the operation of an Internet-based store (<http://disneystore.com>) that sells  
12 merchandise related to motion pictures produced by its affiliated entities.

13 21. The true names and capacities of Defendants Does 1 through 10,  
14 inclusive, are presently unknown to Esplanade, who therefore sues said Defendants  
15 by such fictitious names. Esplanade is informed and believes, and on that basis  
16 alleges, that each of the fictitiously named defendants is responsible in some manner  
17 for the matters alleged herein. Esplanade will amend this Complaint to state the true  
18 names and capacities of Does 1 through 10 when they are ascertained.

19 22. Esplanade is informed and believes, and on that basis alleges, that at all  
20 times mentioned herein, each Defendant acted as the actual or ostensible agent,  
21 employee, and/or co-conspirator of each other Defendant and, in performing the  
22 actions alleged herein, acted in the course and scope of such agency, employment,  
23 and/or conspiracy. Esplanade is further informed and believes, and on that basis  
24 alleges, that each Defendant succeeded to, assumed the liabilities of, and/or ratified  
25 the actions of each other Defendant with respect to the matters alleged herein.

26

27

28



## **FACTUAL BACKGROUND**

### **I. Goldman Has Over 30 Years of Experience Directing, Writing, and Producing Commercially and Critically Acclaimed Motion Pictures.**

23. Goldman is a successful motion picture writer, director, and producer. In 1984, Goldman incorporated Esplanade to produce motion pictures and provide his services as a writer, director, and producer. Goldman has since been Esplanade's Chief Executive Officer, director, employee, and sole shareholder.

24. After graduating from Brandeis University in 1975, Goldman studied filmmaking at the University of California, Los Angeles. Goldman then directed two critically acclaimed documentary films: *Degas In New Orleans*, which was invited to the Cannes Film Festival, and *Yes, Ma'am*, which won first prize at the American Film Festival.

25. Goldman later wrote screenplays for major motion pictures, including *Big Trouble in Little China*, *Total Recall*, *Navy Seals*, and *Next*. Goldman also worked as a script doctor for other major motion pictures, including *Basic Instinct*, *Waterworld*, and *Judge Dredd*. In addition, Goldman has produced major motion pictures such as *Minority Report* and *Next*.

26. Goldman has long worked on commercially and critically successful motion pictures. The motion pictures mentioned above have grossed over one billion dollars, with some breaking box office records upon release. Many also have received widespread critical praise; for example, *Total Recall* and *Minority Report* are often listed among the best science fiction motion pictures of all time.

27. Goldman also has conceived and worked on motion pictures that became franchises and generated revenues from ancillary markets and merchandising. For example, *Big Trouble in Little China* generated revenues from merchandise such as clothing, action figures, comic books, and video games; *Total Recall* was remade into a 2012 motion picture, spawned a television series, and was

1 made into a video game; and *Minority Report* was made into a television series and  
2 a video game.

3 28. Goldman has worked with Hollywood's A-List as well. On the motion  
4 pictures mentioned above, Goldman is credited alongside directors such as Steven  
5 Spielberg and Paul Verhoeven, as well as some of Hollywood's biggest actors,  
6 including Kate Beckinsale, Jessica Biel, Nicholas Cage, Bryan Cranston, Tom  
7 Cruise, Colin Farrell, Julianne Moore, Kurt Russell, Arnold Schwarzenegger,  
8 Sharon Stone, and Charlie Sheen.

9 29. Goldman also has long worked with the industry's top studios. He  
10 even has worked with Defendants. In 2007, Walt Disney Pictures hired Goldman to  
11 write a screenplay for a project known as *Blaze*, created by Marvel comic-book  
12 writer Stan Lee. Walt Disney Pictures executive Brigham Taylor oversaw the  
13 project. Goldman worked closely with Taylor and Lee. Both liked Goldman's  
14 work: Taylor commissioned additional work, and Lee wrote Goldman, "You're now  
15 my favorite writer!"

16 **II. Goldman Spent Substantial Resources to Create and Develop Zootopia.**

17 30. In 2000, Goldman, as an employee of Esplanade, researched,  
18 conceptualized, created, developed, and wrote an original artistic work entitled  
19 *Zootopia* (the "Goldman Zootopia"). Between 2000 and 2009, Goldman further  
20 researched, conceptualized, developed, and wrote the Goldman Zootopia. The  
21 Goldman Zootopia is a franchise for motion pictures, television programs, and  
22 derivative products based on an animated cartoon world that metaphorically  
23 explores life in America through the fictional setting of a diverse, modern, and  
24 civilized society of anthropomorphic animals.

25 31. Goldman invested substantial time, money, and other resources to  
26 create and develop the Goldman Zootopia. Among other things, Goldman created  
27 and wrote detailed descriptions of the franchise's main characters, including the  
28

1 characters' physical appearances, personal histories, and character traits (the  
2 "Character Descriptions").

3 32. Esplanade also engaged an established and experienced animator,  
4 character designer, and cartoonist on a work-made-for-hire basis to create the  
5 following visual images of the main characters in the Goldman Zootopia (the  
6 "Character Illustrations"):



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12 33. In addition, Goldman wrote a synopsis (the "Synopsis") and a treatment  
13 (the "Treatment") for the first episode of the Goldman Zootopia franchise, entitled  
14 *Looney*. On August 17, 2000, the Treatment was registered with the Writers Guild  
15 of America, West, Inc.

16 34. On February 10, 2017, Esplanade registered the Character Descriptions,  
17 Character Illustrations, Synopsis, and Treatment as part of a collection entitled  
18 "Zootopia," Registration No. PAu-3-839-720, with the United States Copyright  
19 Office. A true and correct copy of the work is attached hereto as Exhibit 1.

20 **III. Goldman Pitched the Goldman Zootopia to Defendants in Confidence**  
21 **and for Compensation.**

22 35. In the motion picture industry, writers commonly submit concepts and  
23 written materials to studios and producers with the understanding that, if any idea or  
24 material is used, either directly or indirectly, the studio or producer must  
25 compensate the writer for the use of the idea or material. Furthermore, writers,  
26 studios, and producers generally understand that such concepts and materials are  
27 disclosed in confidence and may not be disclosed to others, either directly or  
28 indirectly, or used beyond the limits of the confidence without the writer's consent.

1 Esplanade and Defendants had such understandings at all material times mentioned  
2 in this complaint.

3       **A. 2000 Pitch**

4       36. In 2000, Goldman met with Mandeville Films' Chief Executive  
5 Officer, David Hoberman, at Defendants' offices in Burbank, California, to pitch the  
6 Goldman Zootopia. Esplanade is informed and believes, and on that basis alleges,  
7 that Hoberman was Walt Disney Studios' former President of Motion Pictures and  
8 that Mandeville Films had a first-look production contract with Defendants.

9       37. At the time of the meeting, Goldman, Hoberman, and Defendants each  
10 had the understandings alleged in Paragraph 35 above. In particular, Goldman,  
11 Hoberman, and Defendants understood that writers pitch concepts and materials to  
12 studios and producers in confidence in order to sell them for financial compensation,  
13 that the meeting was for the purpose of Esplanade offering for sale to Mandeville  
14 Films and Defendants the Goldman Zootopia, and that neither Mandeville Films nor  
15 Defendants would use or disclose any of these concepts or materials, either directly  
16 or indirectly, without compensating Esplanade. Furthermore, they understood that  
17 Goldman was disclosing the concepts and materials for the Goldman Zootopia to  
18 Mandeville Films and Defendants in confidence, with the understanding that  
19 Mandeville Films and Defendants would maintain that confidence and compensate  
20 Esplanade if any of them used or disclosed the concepts or materials, either directly  
21 or indirectly. Accordingly, Esplanade had a reasonable expectation that neither  
22 Mandeville Films nor Defendants would use or disclose the concepts or materials,  
23 either directly or indirectly, without its consent or without payment.

24       38. During the meeting at Defendants' offices, Goldman orally presented  
25 the concepts and materials for the Goldman Zootopia franchise, including themes,  
26 plot, settings, and characters, showed Hoberman copies of the Character Illustrations  
27 and other materials, and elaborated on, among other things, the characters and the  
28 franchise concept. Hoberman listened to the presentation, engaged in dialogue

1 about it, viewed some of those materials, and voluntarily accepted copies of those  
2 materials. Hoberman responded favorably to the Goldman Zootopia franchise  
3 during the meeting. Based on the parties' understandings as alleged above,  
4 Goldman gave Hoberman copies of the Character Illustrations and other materials in  
5 confidence so that Hoberman could further review the materials, and discuss the  
6 project with and provide the materials to Defendants for their review. Esplanade is  
7 informed and believes, and on that basis alleges, that Hoberman did discuss the  
8 project with provide copies of the materials to Defendants.

9 39. Hoberman subsequently informed Goldman that Mandeville Films and  
10 Defendants decided they would not seek to acquire rights in Esplanade's concepts or  
11 materials.

12 **B. 2009 Pitch**

13 40. By 2009, Goldman had further developed the Goldman Zootopia and  
14 decided to try to sell it again. At the time, Goldman was working on *Blaze* with  
15 Brigham Taylor who, Esplanade is informed and believes, was Walt Disney  
16 Pictures' Executive Vice President of Production and Development at the time.  
17 Because Goldman had this existing relationship with Taylor, Goldman offered to  
18 pitch the Goldman Zootopia to Taylor on behalf of Defendants, and Taylor accepted  
19 Goldman's offer. On or about February 12, 2009, Goldman met with Taylor at  
20 Defendants' offices in Burbank, California.

21 41. At the time of the meeting, Goldman, Taylor, and Defendants each had  
22 the understandings alleged in Paragraph 35 above. In particular, Goldman, Taylor,  
23 and Defendants understood that writers and producers pitch concepts and materials  
24 to studios in confidence in order to sell those concepts and materials for financial  
25 compensation, that the meeting was for the purpose of Esplanade offering for sale to  
26 Defendants the concepts and materials for the Goldman Zootopia, and that  
27 Defendants would not use or disclose any of the concepts or materials, either  
28 directly or indirectly, without compensating Esplanade. Furthermore, Taylor knew

1 that Goldman was disclosing his concepts and materials for the Goldman Zootopia  
2 to Taylor and Defendants in confidence, with the understanding that Taylor and  
3 Defendants would maintain that confidence, and with the understanding that  
4 Defendants would compensate Esplanade if any of them used any of the concepts or  
5 materials, whether directly or indirectly. Accordingly, Esplanade had a reasonable  
6 expectation that Defendants would not use or disclose its concepts or materials,  
7 either directly or indirectly, without its consent or without payment.

8 42. During the meeting at Defendants' offices, Goldman orally presented  
9 the concepts and materials for the Goldman Zootopia franchise, including themes,  
10 plot, settings, and characters; elaborated on, among other things, the characters and  
11 franchise concept; and showed Taylor copies of the Character Descriptions,  
12 Character Illustrations, Treatment, Synopsis, and other materials. Taylor listened to  
13 the presentation, engaged in dialogue about it, and read some of those materials. At  
14 the end of the meeting, Taylor told Goldman that he would discuss the project and  
15 show Esplanade's materials to Defendants' animation departments to determine  
16 whether Defendants were interested in acquiring rights in the Goldman Zootopia.  
17 Based on the parties' understandings as alleged above, Goldman gave Taylor copies  
18 of the Character Descriptions, Character Illustrations, Treatment, Synopsis, and  
19 other materials in confidence so that Defendants' animation departments could  
20 review the materials. Taylor, on behalf of Defendants, voluntarily accepted copies  
21 of those materials. Esplanade is informed and believes, and on that basis alleges,  
22 that Taylor did discuss the project with and provide copies of those materials to  
23 Defendants' animation departments.

24 43. Taylor subsequently informed Goldman that Defendants decided they  
25 would not seek to acquire rights in Esplanade's concepts or materials.  
26  
27  
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**IV. Defendants Produced, Reproduced, Distributed, Performed, Displayed, and Prepared Derivative Works Based on the Goldman Zootopia.**

44. At some time thereafter, Defendants began to develop and produce an animated motion picture entitled *Zootopia* (the “Disney Zootopia”). A DVD of the Disney Zootopia is attached hereto as Exhibit 2. Esplanade is informed and believes, and on that basis alleges, that the production budget for the Disney Zootopia was approximately \$150 million, and that the motion picture was fully produced and completed in 2015 or early 2016.

45. Esplanade is informed and believes, and on that basis alleges, that on or about February 11, 2016, Defendants commenced distributing and facilitating the display of the Disney Zootopia to the public internationally. Esplanade is informed and believes, and on that basis alleges, that on or about March 4, 2016, Defendants commenced distributing and facilitating the display of the Disney Zootopia to the public in the United States. Esplanade is informed and believes, and on that basis alleges, that Defendants have distributed and facilitated the display of the Disney Zootopia to the public in over 70 countries to date.

46. Esplanade is informed and believes, and on that basis alleges, that the Disney Zootopia grossed more than one billion dollars at the theatrical box office. Esplanade is further informed and believes, and on that basis alleges, that the Disney Zootopia is the highest-grossing original animated film of all time. On December 11, 2016, the Disney Zootopia won a Critics’ Choice Award for Best Animated Feature Film. On January 8, 2017, the Disney Zootopia won a Golden Globe for Best Animated Feature Film. On February 4, 2017, the Disney Zootopia won an Annie Award for Best Animated Feature Film. And, on February 26, 2017, the Disney Zootopia won an Academy Award for Best Animated Feature Film.

47. Esplanade is informed and believes, and on that basis alleges, that on or about June 7, 2016, Defendants commenced distributing and facilitating the display of the Disney Zootopia to the public by offering it for sale and rental in various non-



1 theatrical forms including, but not limited to, Blu-ray Discs, DVDs, pay-per-view,  
2 on-demand, and other Internet-based platforms.

3 48. Esplanade is informed and believes, and on that basis alleges, that in  
4 2016, Defendants commenced displaying the Disney Zootopia characters to the  
5 public at theme parks.

6 49. Esplanade is informed and believes, and on that basis alleges, that in or  
7 about 2016, Defendants commenced producing, reproducing, distributing,  
8 displaying, and/or offering for sale merchandise, as well as packaging used in  
9 connection with such merchandise, based on the Disney Zootopia, including, but not  
10 limited to, books (including novels, short stories, picture books and comics), toys,  
11 dolls and figurines, games and video games, clothing, kitchenware and other  
12 merchandise (collectively, the “Zootopia Merchandise”). More than 100 specific  
13 examples of such Zootopia Merchandise are attached hereto as Exhibit 3, which is  
14 incorporated herein by reference as though fully set forth at length.

15 50. Esplanade is informed and believes, and on that basis alleges, that most  
16 of the Zootopia Merchandise is based on non-literary elements from the Disney  
17 Zootopia -- *i.e.*, the Disney Zootopia’s artwork -- and the title “Zootopia.” For  
18 example, the Zootopia Merchandise in the form of toys, dolls, figurines, games,  
19 clothing, and kitchenware are based on the artwork from the Disney Zootopia -- not  
20 the plot, sequence of events, dialogue, or pace. Similarly, the packaging used for  
21 such merchandise relies on the artwork and title from the Disney Zootopia, as shown  
22 in the following examples:



15

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FIRST AMENDED COMPLAINT



1           51. Moreover, much of the Zootopia Merchandise in the form of books and  
 2 video games relies primarily (if not entirely) on artwork and the title, as opposed to  
 3 literary elements, from the Disney Zootopia. By way of example, Defendants' book  
 4 entitled, *The Art of Zootopia*, which is just one of the 30 books listed in Exhibit 3,  
 5 features more than 150 pages of artwork used in connection with the Disney  
 6 Zootopia.

7           52. Esplanade is informed and believes, and on that basis alleges, that  
 8 Defendants also used materials from the Disney Zootopia to market the Disney  
 9 Zootopia, the Zootopia Merchandise, and licensing for the use of the Disney  
 10 Zootopia materials through the use of various traditional and digital advertising  
 11 methods, including, but not limited to, movie posters, billboards, magazine  
 12 advertisements, television advertisements, movie trailers, promotional videos,  
 13 promotional websites, and social media profiles and/or pages (the "Zootopia  
 14 Marketing"). More than 20 specific examples of such Zootopia Marketing are  
 15 attached hereto as Exhibit 4, which is incorporated herein by reference as though set  
 16 forth fully at length.

17           53. In particular, Esplanade is informed and believes, and on that basis  
 18 alleges, that Defendants distributed and displayed hundreds of images, trailers, clips,  
 19 and other videos based on the Disney Zootopia on their websites and social media  
 20 profiles.<sup>1</sup> For example, one of Defendants' trailers<sup>2</sup> depicts various artwork and  
 21  
 22

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23           <sup>1</sup> Such websites include <http://movies.disney.com/zootopia> and  
 24 <https://www.disneyanimation.com/projects/zootopia>. Such social media pages  
 25 and/or profiles include Facebook (<https://www.facebook.com/DisneyZootopia>),  
 26 Twitter (<https://twitter.com/DisneyZootopia>), Instagram  
 27 (<https://www.instagram.com/disneyanimation/>), Tumblr  
 28 (<http://disneyanimation.tumblr.com/>), and YouTube  
 ([https://www.youtube.com/channel/UC\\_976xMxPgZla290Hqtk-9g](https://www.youtube.com/channel/UC_976xMxPgZla290Hqtk-9g)).

<sup>2</sup> See <https://www.youtube.com/watch?v=g9lmhBYB11U>.

1 characters based on the Disney Zootopia, and, at one point, depicts a character  
 2 without clothing, as shown in the screenshot below:



11 54. Moreover, other promotional videos from Defendants not only depict  
 12 artwork and characters, but also the title, key dialogue and themes, from the Disney  
 13 Zootopia. For example, another video created and distributed by Defendants is a  
 14 3:08 minute clip that ends with the Disney Zootopia's main character expressing a  
 15 central theme in dialogue copied from the Goldman Zootopia: "You want to be an  
 16 elephant when you grow up? You be an elephant." Emphasizing that theme,  
 17 Defendants also captioned the video with a quote of that dialogue.<sup>3</sup>

18 55. Esplanade is informed and believes, and on that basis alleges, that  
 19 Defendants purport to own copyrights to the Disney Zootopia and the Zootopia  
 20 Merchandise, and license the use of Disney Zootopia materials to third parties.

21 56. Esplanade gave Defendants actual notice of Esplanade's copyright and  
 22 demanded that Defendants cease and desist from infringing Esplanade's copyright,  
 23 but Defendants have willfully refused to do so.  
 24  
 25  
 26

27  
 28 <sup>3</sup> See <https://www.youtube.com/watch?v=ujncmH8YnNc>.

V. **The Disney Zootopia, the Zootopia Merchandise and the Zootopia Marketing Copy the Goldman Zootopia.**

57. Motion pictures are not created fully formed. Rather, they often develop as part of an extensive process that begins with concepts, basic plots and character sketches; develop through treatments; and continue with drafting screenplays, which typically go through a number of drafts and revisions before being finalized. It is routine and commonplace for a finished motion picture to contain differences -- often fundamental differences -- from initial concepts, treatments, or even early drafts. Yet the addition of creative input at various stages of a project, which happens en route to every motion picture, does not negate the creative origins of a work or override the rights of the first author.

58. So too here. The genesis of the Disney Zootopia, including the characters, dialogue, themes, settings, plot and artwork that were acclaimed with awards and rewarded with billions, was the copying of the Goldman Zootopia. However thick the gloss may be that Disney painted over the Goldman Zootopia, it is Goldman who was the original author and creator of the work starting 16 years before the movie's eventual release.

59. The Goldman Zootopia involves a human animator who creates a cartoon world of animated anthropomorphic animal characters called "Zootopia." The Disney Zootopia, the Zootopia Merchandise and the Zootopia Marketing use substantial elements of that cartoon world, including substantially similar artwork, dialogue, characters, settings, mood and pace, and even plot and sequences of events from the story of the human animator and his Zootopia characters, and express substantially similar themes. Defendants even appropriate the title "Zootopia." Defendants thus used the expression of substantial original elements of the Goldman Zootopia, including the selection, arrangement and combination of protectable and otherwise unprotectable elements, and achieve a substantially similar concept and feel.

1           **A.   Artwork**

2           60.   Artwork in the Disney Zootopia, the Zootopia Merchandise, and the  
3 Zootopia Marketing is substantially similar to artwork in the Goldman Zootopia  
4 with respect to the ensemble of characters and the individual characters, and creates  
5 a substantially similar concept and feel.

6           61.   This artwork in the two Zootopias has substantially similar subject  
7 matter and appearance. The characters illustrated are not true-life depictions of real  
8 animals, nor are they generic depictions or inherent in nature; rather, they are  
9 original creative expressions of animal characters of various species from various  
10 habitats in various parts of the world and, furthermore, constitute a selection,  
11 arrangement and combination of expression. The artwork is not only substantially  
12 similar on its own, but also is part of a substantially similar selection, arrangement  
13 and combination of elements in the Goldman Zootopia as a whole.

14           62.   In particular, as alleged below, the characters illustrated are of similar  
15 animals, with similar facial expressions, body parts and structures, shapes, poses,  
16 colors, and shading. These aspects of character design were used by Defendants'  
17 animators and artists to express character traits similar to those of the characters in  
18 the Goldman Zootopia.

19           63.   The depictions of Goldman's Roscoe and Disney's Nick are  
20 substantially similar.  
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Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. The body language and facial expressions of each evoke a sly, wise-guy, conniving, street-wise, or wily impression. Similarly posed with tilted heads, eyelids half closed, beady pupils looking out of the side of their eyes, they suggest a personality and thought process prone to mischief or wrongdoing.
- b. Both are proportionately between 4 to 4 1/2 heads high in relationship to their skulls.
- c. Both have arms approximately 2 heads in length, connected at the wrist to relatively large hands, not paws, with 3 fingers and an opposable thumb, which neither species, spotted hyena or red fox, has in reality. The contour, shape and design of the hands, thumbs and fingers, as well as the size in proportion to their overall character design, are similar. The silhouette of the hands and fingers, minus the fingernails, are designed and shaped the same. The fingers have the same basic shapes, having the same series of joints in the digits (a knuckle and one joint in the middle of each digit). The fur covering the fingers and the palms of the hands carries over the same color as found on the back of their hands.
- d. Both have feet planted flat on the ground, walking on the entire sole of the foot, as opposed to what they would do in reality, which is to walk on their toes.

1 e. Both have ears which are large in proportion to the rest of the  
2 features on their heads.

3 f. Both have smiles extending past the bottoms of their eyes. The  
4 design of the lower lip area and the inclusion of loose extra skin under the jaw area,  
5 connected to the frontal base of the neck on both, reacts to the tilting, twisting and  
6 pulling of the skin in that area between the base of the head and the upper torso,  
7 creating a soft, subtle shape which almost hides the neck. Both have human-like  
8 cheeks placed under the eye sockets positioned on the side of the face, which react  
9 to the stretching and pulling of the mouth and muzzle facial expression, which  
10 neither a spotted hyena nor a red fox have in reality.

11 g. Neither has whiskers, even though in reality, spotted hyenas and  
12 red foxes have whiskers similar to cats.

13 h. Both have upper and lower torsos which can arch, bend, slump,  
14 or twist from the center, unlike their real-life species.

15 i. Both have shoulders connected to a collar bone in the front, and  
16 shoulder blades in the back towards the middle of the upper torso unlike their real-  
17 life species. In reality, neither species has a clavicle, and the shoulder blades are  
18 fused to the side of the rib cages, creating a limited range of motion.

19 j. Both characters' arms are connected to the base of a shoulder  
20 ball-and-socket joint, starting out wide at the top of the upper arm and tapering at  
21 the bottom of the upper arm, ending at the elbow. The lower arms extend from the  
22 elbow joint, similarly starting out wider at the top of the upper arm, only to taper  
23 into a slight point ending at the wrist.

24 k. Both have hip joints placed on the sides of their pelvises, leading  
25 into thighs which are wide at the top, connecting to softly rounded, but visible knee  
26 joints, tapering into the lower legs, which also start wide at the top and tapering into  
27 V-shapes, creating ankles connected to the feet.

28

1           l.       Both have long feet which start tapered at the ankle, and then  
2 widen by 3 times in relationship to the back of the foot toward the tip of the toes,  
3 creating feet which are proportionally the same, with tapered and pointed heel  
4 shapes. In reality, both species have proportionally smaller feet relative to their  
5 bodies.

6           m.       Both have long, flexible spines which allow twisting and bending  
7 ending in tails protruding from the base of the spine.

8           n.       Both character depictions differ substantially from how their  
9 respective species look in reality and from how they are generically depicted.

10         64.       The depictions of Goldman's Mimi and Disney's Judy are substantially  
11 similar.

12                               Goldman Zootopia



Disney Zootopia



19 These images exhibit the following similarities of expressive elements, among  
20 others:

21           a.       Both have large rounded heads relative to their bodies, with big  
22 rounded eyes, long pronounced feminine eyelashes on the top eye lid with mascara  
23 on the upper eyelashes, arched, tapered eyebrows, and a wide open face.

24           b.       Both have muzzles with "cute," small rounded noses at the tip of  
25 slight, blunted snouts, with smallish closed mouth shapes.

26           c.       Both have eyes with pupils which are larger than the rest of the  
27 characters in the respective ensembles, connoting innocence or naiveté. The larger  
28

1 than life eyes on both characters are set low in the head in order to exude a childlike  
2 soft appeal to the visual nature of characters.

3 d. Neither has whiskers, but both species, squirrel and rabbit, have  
4 whiskers in reality.

5 e. Both have necks which are slightly less than half a head high in  
6 relationship to the skull.

7 f. Both characters have upper and lower torsos which can arch,  
8 bend, slump, or twist from the center, unlike their real-life species.

9 g. Both have short, small arms and hands.

10 h. Both are 2 1/2 to 3 heads high, similar to the proportions of a  
11 young human child, aged 1 to 5.

12 i. Both have upper arms which are wider at the top and connect to  
13 elbows, shoulder blades, and clavicles, which do not exist in either species in reality.

14 j. Both have human-like hands, with three fingers, and opposable  
15 thumbs, which do not exist in either species in reality.

16 k. Both have tails that are true to the natural species, and are  
17 connected to the lower torso via a flexible spinal column.

18 l. Both have hips connected to lower torsos, and when standing  
19 upright, are portrayed to be standing on the entire soles of their feet.

20 m. Both have feet similar in shape, size, volume and proportion to  
21 the rest of their bodies.

22 n. Both character depictions differ substantially from how their  
23 respective species look in reality and from how they are generically depicted.

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65. The depictions of Esplanade’s Monty and Disney’s Flash are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. Both are anthropomorphic sloths.
- b. Both have similar head shapes: ovals like rubber “stress balls” when squashed.
- c. Both are 3 heads tall.
- d. Both have sleepy eyes with small pupils.
- e. Both have a lower lip that curves into the bottom of the jaw creating a roundish shape.
- f. Both have eyebrows similarly posed.
- g. Both characters have upper and lower torsos which can arch, bend, slump, or twist from the center, unlike their real-life species.
- h. Both have similarly contoured and sized arms and hands.
- i. Both stand on the entire soles of their feet, sharing similar design and shape.
- j. Both have a similar slumped posture with curved backs.

k. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

66. The depictions of Goldman's Fuzz and Disney's Finnick are substantially similar:

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. Both are approximately 2 1/3 heads tall.
- b. Both have large long ears which, from the base of the ear to the top of the ear, are about the same length as the characters' upper and lower torsos.
- c. Both have a similar facial expression, a stern, serious, and/or severe look, connoting an unapproachable demeanor, with mouths posed in a half smile, half scowl, which is unlike the stereotypical image of a small animal.
- d. Both have heads comparatively and proportionately larger than the bodies to which they are attached with shaded foreheads.
- e. Both characters have upper and lower torsos which can arch, bend, slump, or twist from the center, unlike their real-life species
- f. Both have shoulder blades and clavicles which allow them to cross their arms across their chests, and have similar contours and volumes of arms from the shoulders, to the elbows, to the wrists. In reality, a fennec fox has

1 elongated, thin, spindly limbs. Neither a real fennec fox nor a real koala bear can  
2 cross their “arms” across their chests.

3 g. Both have similarly shaped hands with opposable thumbs and  
4 fingers.

5 h. Both stand on the entire soles of their feet.

6 i. Both character depictions differ substantially from how their  
7 respective species look in reality and from how they are generically depicted.

8 67. The depictions of Goldman’s Grizz and Disney’s Bogo are  
9 substantially similar.

10 Goldman Zootopia



11 Disney Zootopia



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17  
18 These images exhibit the following similarities of expressive elements, among  
19 others:

20 a. Both have a snarl facial expression and the same assertive, self-  
21 assured, intimidating and “tough guy” body language.

22 b. Both have V-shaped torsos similar in silhouette, size, and  
23 volume and unlike either a grizzly bear or a water buffalo.

24 c. Both have similarly proportioned, sized, and posed eyes and  
25 eyebrows.

26 d. Both have broad, muscular shoulders and arms.  
27  
28

e. Both have the same proportional relationships throughout the entire body: the length and distance from the base of the neck to the tip of the shoulder on both characters are virtually identical.

f. Both have similar shape and contour to their abdomens, with tapered waists.

g. Both have ribcages discernable from the bottoms of the ribcages, and the tops of the abdomens, connoting a physically fit, bodybuilder look.

h. Both stand with their feet turned out sideways from their bodies, on the entire soles of their feet, which is inconsistent with the other hooved characters in Disney's Zootopia.

i. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

68. The depictions of Goldman's Cha-Cha and Disney's Gazelle are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements, among others:

- a. Both strike ostensibly alluring and sexy poses.
- b. Both wear mascara, eye shadow, and false eyelashes.
- c. Both have long, painted fingernails.

1           d. Both have similar shapes from their hips to the bottoms of their  
2 feet, elongated to mimic what is typically found on runway models: very long legs,  
3 wide at the top of the hip that taper into the knee joint, with similarly proportioned  
4 lower legs and calf muscles that taper into the ankles.

5           e. Both have distinctly rounded shoulders, that are flexible due to  
6 the additions of clavicles, and have shoulder blades positioned to allow human-like  
7 range of motion and articulations.

8           f. Both have human female-like figure-eight upper and lower body  
9 shapes, with upper torsos smaller than lower torsos, combining contrasting shapes  
10 and connoting sex appeal.

11           g. Both have mouths that can make expressions more akin to those  
12 in humans than in their respective species.

13           h. Both have similarly shaped, sized and contoured hands, with  
14 fingers and opposable thumbs sharing similar posing and size.

15           i. Both have torso proportions akin to that of a human female, and  
16 with similar pelvis shape.

17           j. Both character depictions differ substantially from how their  
18 respective species look in reality and from how they are generically depicted.

19           k. Both have their lower backs arched to thrust their hips backward  
20 and their chests forward.

21           l. Both have the back of one hand resting on a hip, fingers curled  
22 up, with the elbow of that arm bent at a slightly acute angle.

23           m. Both have the other arm straight and pointing down with the  
24 wrist flared outward, palm pointed down, and one or more fingers arched upward.

25           n. The back arm and shoulder are slightly obscured by the breast of  
26 each character.

27           o. The neck profiles on the sides of the bent arms are cocked at a  
28 similar angle.

69. The depictions of Goldman's Max and Disney's Yax are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements:

- a. Both have hooves, not feet like the other characters, which contact the ground with their entire soles.
- b. Both have long muzzles, with top upper jaws longer than their bottom jaws.
- c. Both have elongated, thin, human-like arms, with similar shape and contour from the elbows, wrist and hand.
- d. Both have three fingers on each front limb, yet in reality, an ibex and a yak are both cloven-hoofed animals with an even number of digits on each front limb.
- e. Both have thick upper legs and thin lower legs, similarly proportioned.
- f. Both have tails similar in size, shape, and volume.
- g. Both have upper and lower torsos covered not by clothing, but instead by similar trim, non-shaggy coats.
- h. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

70. The depictions of Goldman's Hugo and Disney's Dharma Armadillo, both armadillos, are substantially similar:

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements:

- a. Both have similarly shaped, sized, and contoured heads, muzzles, and snouts.
- b. Both have similarly positioned and over-sized ears.
- c. Both have eyes and eyebrows positioned within the same half eye negative space in between each eye, with small pupils surrounded by a wide bulbous eyes.
- d. Both have upper and lower torsos which can arch, bend, slump, or twist from the center.
- e. Both have arms similar in proportion, contour and size.
- f. Both have similarly shaped and sized tails attached at the base of their spinal columns.
- g. Both stand on the entire soles of their feet.
- h. Both have 3 fingers, and an opposable thumb.
- i. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.



71. The depictions of Goldman's Ms. Quilty and Disney's Ms. Bellwether are substantially similar.

Goldman Zootopia



Disney Zootopia



These images exhibit the following similarities of expressive elements:

- a. Both have bookish, timid body language.
- b. Both have wide, big eyes, with raised and darkened eyebrows striking quizzical poses.
- c. Both have the same color scheme from the head to the base of the neck: light in tone, showing whites and a hint of pink.
- d. Both have the same black color scheme from the top of the upper torso to the bottom of the lower torso.
- e. Both have thin legs, which appear elongated in proportion to the rest of their bodies.
- f. Both stand on the entire soles of their feet.
- g. Both have hair styled similarly on top of their heads.
- h. Both have arms and hands close to their bodies, connoting emotion that is being concealed.
- i. Both character depictions differ substantially from how their respective species look in reality and from how they are generically depicted.

72. In addition to the foregoing, Esplanade incorporates herein by reference the tracing studies attached as Exhibit 5 as though fully set forth at length. These

1 studies show several of the many common, expressive inflection points gleaned  
 2 from the Esplanade and Disney characters. Animators and artists customarily do  
 3 tracing studies when developing characters and, indeed, Disney employees have  
 4 publicly admitted to referencing prior artwork when creating new characters. The  
 5 tracing studies show that, in this case, Disney “referenced” -- *i.e.*, copied -- the  
 6 expressive elements from the depictions of the Goldman Zootopia characters. Each  
 7 of the character pairings alleged above shows that the Goldman and Disney  
 8 Zootopia characters share more visual traits with each other than they do with their  
 9 respective, real-life species.

10 73. When taken together and assembled as ensembles, the Goldman and  
 11 Disney Zootopia characters give the viewer a substantially similar concept and feel  
 12 as well:



25 74. The artwork relates to and is used to express the works’ similar  
 26 characters, themes, mood and plot.

27 75. Esplanade’s selection, arrangement and combination of artwork is  
 28 original and, on information and belief, unique to the works in issue. Furthermore,

1 Esplanade's selection, arrangement and combination of artwork along with other  
2 elements is original and, on information and belief, unique to these works.

3 76. The similarities in artwork, and the selection, arrangement and  
4 combination of artwork with other elements, are substantial.

5 **B. Characters**

6 77. The characters in the Goldman Zootopia are original and protected by  
7 copyright. As alleged, the Goldman Zootopia characters, individually and  
8 collectively as an ensemble, have physical as well as conceptual qualities; display  
9 consistent, identifiable character traits and attributes; contain unique elements of  
10 expression, and are sufficiently delineated to be especially distinctive. Furthermore,  
11 as alleged, the characters in the Disney Zootopia, the Disney Merchandise and the  
12 Disney Marketing, individually and collectively as an ensemble, are substantially  
13 similar to the Goldman Zootopia characters in physical as well as conceptual  
14 qualities and identifiable character traits and attributes.

15 78. Defendants' characters, like Goldman's characters, are two-legged  
16 anthropomorphic animals that live in a modern civilized, and human-like world  
17 rather than natural environments. Their diverse society is constituted by different  
18 species from different natural worlds, where various species mix, interact, and live  
19 together. Both Defendants' characters and Goldman's characters participate in a  
20 present day technological, American workaday world in which they go to work in  
21 the morning and come home at night.

22 a. **The Individual Characters**

23 i. **Judy**

24 79. Judy is the heroine and one of the two protagonists of Defendants'  
25 works. Judy is a rabbit who is visually similar to the Goldman Zootopia character of  
26 Mimi, a squirrel, both of whom are small, furry, "cute" prey animals with big eyes  
27 and oversized expressive appendages. (*See* ¶ 64, *supra*.)  
28

1           80. Judy's characteristics are substantially similar to those of Mimi and  
2 another Goldman Zootopia character, Hugo. Mimi is an outsider to the Goldman  
3 Zootopia society (she does not live with the other animals at the zoo). She is small,  
4 which allows her to get in and out of places unlike others. Despite whatever "good  
5 advice she gives, and how many time she has been right," other animals do not take  
6 her seriously because of her species, and is thus a victim of prejudice. Mimi is  
7 "very energetic and enthusiastic." She also is "very brave"; she "never abandons  
8 her buddies," and she "always finds a way to help or rescue them." Her bushy tail is  
9 "very expressive."

10           81. Hugo is "dorky" and "obsessed with self-improvement." He is  
11 "incredibly optimistic" and constantly tries "to improve other people as well."  
12 Hugo is "good-natured" and "always ready to help his buddies." Hugo "believes  
13 that an animal can be whatever he wants to be." He expresses the utopian theme:  
14 "If you want to be an elephant, you can be an elephant."

15           82. Judy is similar to Mimi in a number of characteristics. Judy is an  
16 outsider to the Zootopia society. Despite her competence, she is underestimated,  
17 unappreciated, and not taken seriously because of her species, and is thus a victim of  
18 prejudice. She is brave, energetic, and enthusiastic, and she helps others by, among  
19 other things, finding ways to help or rescue them. Her small size allows her to get  
20 in and out of places unlike others. And her ears, like Mimi's tail, are very  
21 expressive of her emotions. Similar to Mimi and Hugo, Judy is good natured,  
22 kindhearted, and constantly trying to improve herself and others. And, like Hugo,  
23 she is somewhat dorky and naively idealistic, representing the utopian view of  
24 Zootopia. She, like Hugo, embodies and expresses the key thematic line of both  
25 works, *i.e.*, "you want to be an elephant when you grow up, you be an elephant."  
26 Thus, Judy, as a combination of Mimi and Hugo, illustrates that individuals are not  
27 bound by their natures, but have the ability to shape and exercise control over their  
28 lives.

ii. **Nick**

83. Nick is the other protagonist of Defendants' works, and is Judy's foil. Nick is a fox who is visually similar to the Goldman Zootopia character of Roscoe. Both are dog-like predators who appear sly, cynical, and untrustworthy because of, *inter alia*, their postures, half-lidded eyes, and smirks. (See ¶ 63, *supra*.)

84. Nick's characteristics are substantially similar to those of Roscoe and another Goldman Zootopia character, Monty. Roscoe is a "prankster." He "does not like to work." He is "uncouth," from a "low-class" family. He has a "bad attitude" and "revels in being offensive." He likes to cause trouble and "takes pride in his obnoxious behavior which he serves up as a form of justice." Roscoe "knows he's an outcast," and believes "he will never get ahead in business" and no female wants to be with him. Roscoe is "resigned to his place in life [...]" but underneath he has an inferiority complex." He has no "hope of ever changing or living a normal life." He also is "agile." There is a question of whether he "deserves to be loved" by a female, and the ultimate answer is "yes."

85. Monty is "incredibly pessimistic and negative," but "speaks the truth." He has "no hope that he can change or improve, or that anyone else can change or improve. Consequently, he accepts people the way they are, but calls a spade a spade to their faces, and is a devastating critic." Hugo "tries to improve Monty, who laughs at the absurdity of it. Every now and then, Hugo puffs up and feels proud of himself but Monty then makes a truthful remark that punctures him like a balloon and Hugo deflates." He also is "devastatingly funny," which is one reason the audience likes him.

86. Nick, like Roscoe, is an outcast because of his reviled species. Thus, he too is a victim of prejudice. Nick, like Roscoe, knows that he's an outcast. Both Nick and Roscoe have resigned themselves to being treated as outcasts and hiding their insecurities. And like Roscoe, Nick is a prankster who schemes rather than works (*e.g.*, the "pawpsicle" episode and selling a "skunk fur rug"). He has a bad

1 attitude, and is uncouth, even taking pride in his obnoxious behavior. And again  
 2 like Roscoe, Nick is physically agile. Similar to Monty, Nick has no hope that he  
 3 can change or improve, or that anyone can change or improve, given his or her  
 4 nature and the prejudices of society. He embodies and expresses the cynical view of  
 5 the world that opposes Judy's utopian view. Nick gives the deterministic lines  
 6 which establish a central conflict in the works, *e.g.*, "Everyone comes to Zootopia  
 7 thinking they can be anything they want. Well, you can't. You can only be what you  
 8 are." As with Hugo and Monty, Judy tries to improve Nick but he laughs it off.  
 9 And, like Hugo and Monty, when Judy is puffed up or proud, Nick figuratively  
 10 punctures the balloon and Judy deflates. Nevertheless, he is likeable due to his  
 11 humor like Monty. Nick is ultimately a good friend who, like Roscoe, presents the  
 12 question of whether an outcast like him can be loved by a female. The answer, just  
 13 like for Roscoe, ultimately is yes.

14 i. **Side characters**

15 87. Most of the side characters in the Disney Zootopia also are  
 16 substantially similar -- even strikingly so -- to side characters in the Goldman  
 17 Zootopia, including:

18 a. **Ms. Bellwether.** Ms. Bellwether is the antagonist in the Disney  
 19 Zootopia. She is visually similar to the Goldman Zootopia character of Ms. Quilty.  
 20 Both are passive, meek, and vulnerable prey animals with, among other things,  
 21 skinny legs, big eyes and hair piled high on their heads. (*See* ¶ 71, *supra*.) Ms.  
 22 Bellwether's characteristics are substantially similar to those of the characters of  
 23 Ms. Quilty and Fuzz in the Goldman Zootopia. Ms. Quilty is a prey animal who is  
 24 "vain, but not too attractive," with "big hair and tiny lips." She teaches biology and  
 25 is "miserable" in her relationship with the male in her life. Fuzz is a small prey  
 26 animal, but is "a little Napoleon -- consumed with unbridled ambition," who wants  
 27 to challenge and overthrow the predator leader of the animals. He "has no guilt  
 28 about using everyone to achieve his dream," but "goes too far and fails." Ms.

1 Bellwether, similar to Ms. Quilty, is vain and ostensibly unattractive. She is  
 2 unappreciated by the dominant male in her life, Mayor Lionheart, complains and is  
 3 unhappy in that relationship. And similar to Fuzz, Ms. Bellwether is a little  
 4 Napoleon who is consumed with unbridled ambition. Ms. Bellwether's attempt to  
 5 overthrow the mayor of Zootopia and assume leadership of Zootopia is similar to  
 6 Fuzz's attempt to overthrow the leader of the Goldman Zootopia and assume  
 7 leadership. Each is a small prey animal who challenges the predator leader of  
 8 Zootopia and tries to take his place in the power structure; neither has qualms about  
 9 using other animals to serve his or her ambition; and each goes too far and  
 10 ultimately fails. In doing so, Ms. Bellwether specifically uses biology, like Ms.  
 11 Quilty.

12           b.     **Bogo.** Bogo, the chief of police in the Disney Zootopia, is  
 13 similar visually and characteristically to Griz (also called Cody), the leader of the  
 14 Goldman Zootopia. (*See* ¶ 67, *supra.*) Both are big, strong, intimidating, and  
 15 "grizzled," and both see themselves as natural leaders who do not need to answer to  
 16 their underlings. Both take their leadership and superiority for granted.

17           c.     **Yax.** Yax in the Disney Zootopia is similar visually and  
 18 characteristically to Max in the Goldman Zootopia. (*See* ¶ 69, *supra.*) Both are tall,  
 19 horned, Asian herd animals with similar names. Their roles in the respective works,  
 20 and even their names, are nearly identical: Yax is the proprietor of a club called  
 21 "The Mystic Spring Oasis," and Max is the proprietor of a club with a similar name  
 22 with the same meaning, "The Watering Hole."

23           d.     **Gazelle.** Gazelle in the Disney Zootopia is similar visually and  
 24 characteristically to Cha-Cha in the Goldman Zootopia. (*See* ¶ 68, *supra.*) Both are  
 25 Latin female characters, in the bodies of African animals, who are ostensibly  
 26 attractive and function as performers and sex symbols. They flirt with males with  
 27 whom they have no intention of having an intimate relationship. Males can't help  
 28 falling for them even though Cha-Cha and Gazelle are unattainable.



e. **Flash.** Flash, the sloth in the Disney Zootopia, is similar visually to Monty, the sloth in the Goldman Zootopia. (*See* ¶ 65, *supra.*) And both sloths serve the same function as counter-balances to the theme that one can change and define oneself despite his or her nature. As Nick says, “Are you saying that because he’s a sloth he can’t be fast? I thought that in Zootopia, anyone could be anything.” Both “put great store in appearances,” such as Flash spending an hour every day tying his tie.

f. **Gideon Grey.** Gideon Gray, the bully in the Disney Zootopia, is similar to live action character Oog in the “Looney” episode of the Goldman Zootopia. (Oog is not visually depicted in the Goldman Zootopia.) Both are big, strong, mean bullies as youths, who become kind and decent as adults. Importantly, the protagonists learn from their former bullies to overcome their own internal biases.

b. **The Ensemble**

88. The ensembles of characters in the works also are substantially similar. The ensembles represent a diverse ethnic and cultural society (*i.e.*, a “melting pot” representative of America) with a multi-tiered class and power structure constituted by animals of different species from different places with different natures, sizes, strengths, personalities, and philosophies. The ensembles include and highlight specific contrasts that underscore themes: animals that are big and small, animals from different continents and habitats, predators and prey, utopians and anti-utopians, optimists and pessimists, powerful and weak, and leaders and followers, as well as animals for comic relief and sex symbols. For example, the contrasting traits of Judy (similar to Mimi and Hugo) and Nick (similar to Roscoe and Monty) contribute to the expression of the theme of whether someone can become what he or she wants to be; the natures of the sloths express a related theme of whether one can change and improve oneself despite his or her nature; the bullies bring out the theme of whether one can overcome the biases within oneself; Boggo (similar to

1 Griz) and Ms. Bellwether (similar to Ms. Quilty and Fuzz) help express the theme of  
 2 whether one can live up to utopian ideals and treat others justly as individuals based  
 3 on merit not natural order.

4 89. The particular, carefully chosen matrices of characters in Esplanade's  
 5 and Defendants' works, with these fundamental similarities in character traits, are  
 6 further demonstrated by the visual and stylistic similarities among them. Both  
 7 ensembles contain similarly designed and rendered diverse animal societies that  
 8 further the expression of the works' themes and dramatic conflicts, as shown above:



23 **c. Substantial Similarity of Characters**

24 90. The individual characters and the ensemble of characters are each  
 25 separately protected by copyright and, moreover, relate to and are used to express  
 26 the works' similar themes, dialogue, settings, mood, plot, and sequences of events,  
 27 as detailed *infra*.

28

1           91. Esplanade's selection, arrangement and combination of characters are  
 2 original and, on information and belief, unique to the works in issue. Furthermore,  
 3 Esplanade's selection, arrangement and combination of characters along with other  
 4 elements are original and, on information and belief, unique to these works.

5           92. The similarities in characters, and the ensemble, and the selection,  
 6 arrangement and combination of characters with other elements, are substantial.

7           93. Tables setting forth a non-exhaustive list of the similarities in character  
 8 traits between the aforementioned characters, instantiated in the Goldman and  
 9 Disney Zootopias, are attached as Exhibit 6, and their contents incorporated by  
 10 reference as though fully set forth at length. The citations to the Goldman Zootopia  
 11 are keyed to Exhibit 1; and the citations to the Disney Zootopia are keyed to the  
 12 Zootopia screenplay/shooting script (downloaded from Disney's Web site at  
 13 <http://waltdisneystudiosawards.com/screenplay/zootopia.pdf>, attached hereto as  
 14 Exhibit 8, and whose contents are incorporated by reference as though fully set forth  
 15 at length), the Zootopia Cinestory Comic copyrighted by Defendants (attached  
 16 hereto as Exhibit 9, and whose contents are incorporated by reference as though  
 17 fully set forth at length), and the Essential Guide to Zootopia copyrighted by  
 18 Defendants (attached as Exhibit 10, and whose contents are incorporated herein by  
 19 reference as though fully forth at length).

### 20           **C. Dialogue**

21           94. Dialogue in the Disney Zootopia, the Zootopia Merchandise, and the  
 22 Zootopia Marketing is substantially similar to dialogue in the Goldman Zootopia.  
 23 The works share key words and lines, including the most important words and lines  
 24 in the works.

25           95. First, the Disney Zootopia, the Zootopia Merchandise, and the Zootopia  
 26 Marketing use the word "Zootopia" not just as a title (see *infra*) but also in dialogue.  
 27 For example, the word is contained in the dialogue of the Disney Zootopia  
 28 approximately 26 times throughout the movie (and the word appears often in

1 visuals) and is used in merchandise and marketing. Esplanade first used the word in  
 2 2000, and Esplanade is informed and believes that Defendants never used the word  
 3 before the Disney Zootopia. The word “Zootopia” is particularly important in the  
 4 works in issue because it is more than just a word; it relates to settings (*e.g.*, diverse  
 5 species of animals from different habitats living together in one place), themes (*e.g.*,  
 6 whether one in a diverse society can become what he or she wants to be), and the  
 7 dynamics of the characters as well as their conflicts, development and relationships  
 8 (*e.g.*, the conflict between utopian and anti-utopian characters). “Zootopia” is used  
 9 as a refrain throughout Defendants’ works to repeat and echo these settings, themes,  
 10 and character conflicts, and to drive plot and sequences of events.

11 96. Second, the Disney Zootopia, the Zootopia Merchandise, and the  
 12 Zootopia Marketing have dialogue from their main character, expressing the utopian  
 13 theme, that is virtually identical to dialogue in the Goldman Zootopia:

- 15 • *Goldman Zootopia*: “If you want to be an elephant, you can be an  
 16 elephant.”
- 17 • *Disney Zootopia*: “You want to be an elephant when you grow up, you  
 18 be an elephant.”

19  
 20 A variation of this line also is used as a refrain in Defendants’ works to echo themes  
 21 and character conflicts. For example:

- 23 • *Disney Zootopia*: “[...] he loves all things elephant. Wants to be one  
 24 when he grows up.”

25  
 26 Not only is the language and structure of the dialogue strikingly similar, but of the  
 27 thousands of animals in the world, the Disney Zootopia used the same animal as the  
 28 Goldman Zootopia to illustrate the same theme.

1           97. Third, the Disney Zootopia, the Zootopia Merchandise, and the  
2 Zootopia Marketing have a thematically related line which also is similar to  
3 dialogue in the Goldman Zootopia:

- 4
- 5           • *Goldman Zootopia*: “[A]n animal can be whatever he wants to be.”
- 6           • *Disney Zootopia*: “[T]his is Zootopia, anyone can be anything.”
- 7

8 This line also is used as a refrain in Defendants’ works. For example:

- 9
- 10           • *Disney Zootopia*: “Our ancestors [...] declared that anyone can be
- 11           anything.”
- 12           • *Disney Zootopia*: “[I]n Zootopia, anyone can be anything.”
- 13

14           98. Fourth, these works include lines with similar substance, but without  
15 using the identical words, to express the utopian and deterministic themes. For  
16 example:

- 17
- 18           • *Goldman Zootopia (in character description)*: “He has no hope that he
- 19           can change or improve; or that anyone else can change or improve.”
- 20           • *Disney Zootopia (in lines from that character)*: “Everyone comes to
- 21           Zootopia thinking they can be anything they want. Well, you can’t.
- 22           You can only be what you are.”
- 23           • *Disney Zootopia (in lines from the same character)*: “If the world’s
- 24           only gonna see a fox as shifty and untrustworthy, there’s no point in
- 25           trying to be anything else.”
- 26

27           99. These examples of similar dialogue relate to and are used to express the  
28 works’ similar themes, characters, mood, and dramatic conflicts. They even

1 generate plot and sequences of events such as the Jumbeaux's Café scene in the  
2 Disney Zootopia (*see* ¶ 112 *infra*).

3 100. Esplanade's dialogue is original and, on information and belief, unique  
4 to the works in issue. Furthermore, Esplanade's selection, arrangement and  
5 combination of dialogue along with other elements are original and, on information  
6 and belief, unique to these works.

7 101. The similarities in dialogue, and the selection, arrangement and  
8 combination of dialogue with other elements, are substantial.

9 **D. Themes**

10 102. Themes of the Disney Zootopia, the Zootopia Merchandise, and the  
11 Zootopia Marketing are substantially similar to themes of the Goldman Zootopia.  
12 These themes include: (i) whether, in a diverse society as represented by the various  
13 species of "Zootopia," one can become anything he or she wants to be; (ii) whether  
14 one is solely a product of his or her nature, as manifested in the zoology of the  
15 "Zootopia," or whether one can change, improve and define oneself despite his or  
16 her nature; (iii) whether, in order to become what he or she want to be, one can  
17 overcome not only prejudices inherent in a diverse society, again as represented by  
18 "Zootopia," but also the prejudices within oneself as a member of such a society;  
19 (iv) whether such a diverse society can live up to utopian ideals and treat others  
20 justly as individuals not stereotypes, based on merit not natural order; (v) whether  
21 the characters can strike a balance between utopian and deterministic views, nature  
22 and individuality, and self-acceptance and self-improvement; (vi) whether  
23 characters can achieve success while upholding moral and ethical behavior and  
24 being true to their values; (vii) what makes an individual deserving of being loved;  
25 (viii) whether civilization is not nearly as far removed from the primitive and natural  
26 state as most assume, and is merely a thin veneer over our nature; and (ix) whether  
27 modern society operates less according to law and principle than we are taught and  
28

1 continues to operate according to primitive and natural behaviors more than we are  
2 taught.

3 103. These themes relate to and are used to express the works' similar  
4 characters, dialogue, settings, mood, plot, and sequences of events.

5 104. Esplanade's selection, arrangement and combination of themes are  
6 original and, on information and belief, unique to the works in issue. Furthermore,  
7 Esplanade's selection, arrangement and combination of themes along with other  
8 elements are original and, on information and belief, unique to these works.

9 105. The similarities in themes, and the selection, arrangement and  
10 combination of themes with other elements, are substantial.

11 **E. Settings**

12 106. Settings in the Disney Zootopia, the Zootopia Merchandise, and the  
13 Zootopia Marketing are substantially similar to settings in the Goldman Zootopia.  
14 In general, they are set in a motion picture cartoon world of animated animal  
15 characters. Specifically, the settings of the Zootopia worlds include: (i) a modern,  
16 civilized world of two-legged anthropomorphic animals; (ii) a diverse society  
17 constituted by different species from different natural worlds where various species  
18 mix and interact; (iii) a world referred to as "Zootopia" (the actual and metaphorical  
19 city in the Disney Zootopia and the actual and metaphorical television world of the  
20 Goldman Zootopia), where the different species live together, with each species  
21 having its own neighborhood (*i.e.*, the districts of the Disney Zootopia and the  
22 individual areas of a zoo as in the Goldman Zootopia); (iv) a present day, distinctly  
23 American workaday world in which the characters go to work in the morning and  
24 come home at night; (v) a society with an established class and power structure  
25 based largely on the animals' characteristics such as the nature of their species; (vi)  
26 human-like physical environments with modern civilized features rather than natural  
27 environments such as the wild, a forest, or a jungle; (vii) clubs with similar names,  
28



1 *i.e.*, the “Mystic Spring Oasis” and the “Watering Hole”; and (viii) schools where  
 2 animals are taught biology.

3 107. The Disney Zootopia, the Zootopia Merchandise, and the Zootopia  
 4 Marketing even have settings similar to settings in the “Looney” episode of the  
 5 Goldman Zootopia. For example, both works include (i) the protagonists’ parents’  
 6 homes in small towns where the protagonists grow up and return; (ii) an educational  
 7 institution (a college in the Goldman Zootopia and the police academy in the Disney  
 8 Zootopia) where the protagonists excel and which are launching pads for their  
 9 careers; (iii) big modern cities (with references to Los Angeles) to which they move  
 10 for their careers; (iv) institutional workplaces where the heroes work (the studio in  
 11 the Goldman Zootopia and the police department in the Disney Zootopia); (v)  
 12 private male-only rooms where characters are bullied as youths (a locker room  
 13 where the human animator is bullied and a boy scout room where Nick is bullied);  
 14 (vi) media venues in which the protagonists are interviewed and publicly damage  
 15 important work relationships (a talk show in the Goldman Zootopia and a press  
 16 conference in the Disney Zootopia); and (vii) “asylums” with mad Zootopian  
 17 characters (the imagined Zootopian characters in the mind of the human animator in  
 18 the Goldman Zootopia and the “savage” Zootopian characters in the Disney  
 19 Zootopia).

20 108. These settings relate to and are used to express the works’ similar  
 21 themes, characters, dialogue, mood, dramatic conflicts, and sequences of events.

22 109. Esplanade’s selection, arrangement and combination of settings are  
 23 original and, on information and belief, unique to the works in issue. Furthermore,  
 24 Esplanade’s selection, arrangement and combination of settings along with other  
 25 elements are original and, on information and belief, unique to these works.

26 110. The similarities in settings, and the selection, arrangement and  
 27 combination of settings, are substantial.

1           **F. Plot and Sequence of Events**

2           111. The plot structure and certain sequences of events in the Disney  
3 Zootopia are similar to the Goldman Zootopia. Because the Goldman Zootopia  
4 consists of illustrations, character descriptions, a treatment and a synopsis, plot  
5 points and events in the Disney Zootopia often derive from Goldman's characters,  
6 themes, and conflicts among the characters, as opposed to a script. And, because the  
7 story and character of Goldman's human animator interrelates with his Zootopia  
8 characters (as they are products of his imagination and are based on individuals in  
9 his life, including himself), Disney's plot structure and sequences of events have  
10 similarities to the stories of both Goldman's human animator and his Zootopian  
11 characters.

12           112. The story of the human animator, Zeke Amory, is in the treatment for  
13 the "Looney" episode of the Goldman Zootopia. Zeke is the creator of the animated  
14 television show entitled "Zootopia" with characters representing aspects of his  
15 personality. For that reason, his story interrelates with his Zootopian characters and  
16 their stories.

17           113. Zeke's story arc is as follows: Zeke grows up with his parents in a  
18 small town. As a youth, he is bullied by a big, strong, mean kid, Oog. Zeke wants  
19 to be a cartoonist, but his parents try to dissuade him, suggesting that he go to law  
20 school instead. He goes to college where he achieves success drawing cartoons and  
21 gets the opportunity to work as an animator for a studio in Los Angeles.

22           114. Zeke creates an animated television show entitled "Zootopia." The  
23 television show features the characters, themes, and settings described above. In  
24 particular, the central story is that of Fuzz, who schemes and organizes others to  
25 overthrow the top predator, take over Zootopia, and end the rule of those who were  
26 dominant in nature. It features Hugo, who is constantly trying to improve himself  
27 and others; Mimi, the outsider who rescues her friends when they get into trouble;  
28 and Roscoe who pulls pranks and acts as the foil to Hugo and Mimi. These

1 characters and their actions play out the themes described above in the settings  
2 described above.

3 115. At the studio, Zeke has a strong and powerful boss, the head of the  
4 studio, with whom he conflicts. Zeke obsesses over his work and goes to extreme  
5 lengths in pursuit of success, writing, directing, producing and doing the voices for  
6 his “Zootopia.” He is dedicated to his job to the point of alienating others, but for  
7 the benefit of the show. He has a female partner, Robin, who helps him with his  
8 show, but their relationship also has a romantic aspect. Success goes to his head and  
9 he publicly offends and angers his boss with comments made in a television  
10 interview. Zeke also indicates to Robin that he does not consider her his equal.  
11 Zeke takes a principled stance in defiance of his boss by refusing to do a certain  
12 endorsement. His boss fires Zeke, leaving him without his dream career and  
13 without finishing an important project, a Valentine’s Day television special, that is  
14 symbolic of Zeke’s relationship with Robin.

15 116. Zeke then moves back to his parents’ house in the small town in which  
16 he grew up and to a life he sought to escape. Dejected, he goes to an asylum where  
17 he deals with a crisis of madness depicted as the out-of-control Zootopian characters  
18 in his head. Zeke’s old bully, Oog, has overcome his original nature and changed  
19 from being biased against people like Zeke and Robin into a good person who  
20 appreciates them. Zeke learns from his former bully to overcome his own biases --  
21 to wit, he exhibited a bias against “average” looking women when he left Robin for  
22 a beautiful starlet, and he also exhibited a bias toward characters who are not as  
23 successful as he is, like Oog. He misses his former partner, Robin, and wants to  
24 resolve the problem in his relationship with her. He apologizes to Robin and  
25 reconciles with her, expressing his love. Together, they complete his unfinished  
26 television special and Zeke regains his lost career.

27 117. The Disney Zootopia copies elements of the Goldman Zootopia’s  
28 stories about Zeke and his Zootopian characters. Although the stories are not

1 identical, they have similar plot points and sequences of events that play out similar  
2 conflicts among the characters, including conflicts about whether they can become  
3 what they want to be; whether they can overcome prejudices in society and within  
4 themselves; whether they can improve and define themselves despite their natures;  
5 whether a diverse society can live up to utopian ideals and treat others fairly as  
6 individuals, based on merit not natural order; and whether they can strike a balance  
7 between utopian and deterministic world views, nature and individuality, and self-  
8 acceptance and self-improvement.

9       118. In particular, the Disney Zootopia derives plot and sequences of events  
10 from the Zootopia world of the Goldman Zootopia. Both involve small, cute, furry  
11 female animals who are outsiders to “Zootopia” (Mimi in the Goldman Zootopia  
12 and Judy in the Disney Zootopia). They are actively disrespected and dismissed by  
13 other animals, who are more dominant in nature, because of their species, and they  
14 strive to overcome that societal prejudice. Each of them acts bravely and  
15 determinedly to help others in trouble, particularly by repeatedly using her small  
16 size to get in and out of places where the characters are in trouble. They develop  
17 friendships with abrasive predators in Zootopia (Roscoe in the Goldman Zootopia  
18 and Nick in the Disney Zootopia). The predator character also is subjected to  
19 prejudice because of his species, and he reacts by scheming, pulling pranks and  
20 engaging in “obnoxious behavior.” The two contrasting protagonists team up. She  
21 is an enthusiastic utopian while he is a cynical deterministic, and the stories play out  
22 that conflict, *e.g.*, whether one can evolve and define oneself, and become what he  
23 or she wants to be. Each plot develops in the context of a scheme by a third  
24 character (Fuzz in the Goldman Zootopia and Bellwether in the Disney Zootopia), a  
25 small prey animal, to upend the power structure, but the scheme goes too far and  
26 fails.

1 119. An example of a sequence of events in the Disney Zootopia that derives  
 2 from the Goldman Zootopia starts with the scene in the elephant ice cream parlor,  
 3 Jumbeaux's Café. Nick wants to buy an ice cream for his pretend son, Finnick, who  
 4 looks like the Goldman Zootopia character, Fuzz. Finnick and Fuzz are small prey  
 5 animals that defy the stereotyped image of small animals as cute and soft. (See ¶  
 6 119, *infra*.)

Goldman Zootopia



Disney Zootopia



15 Nick and Finnick are teamed together in this sequence of events just like the parallel  
 16 characters in the Goldman Zootopia, Roscoe and Fuzz, are described as “often  
 17 teamed in episodes.”

18 120. Inside the ice cream parlor, an employee tries to refuse service to Nick,  
 19 suggesting Nick go back to his part of town. Just as Nick is marginalized as a  
 20 second-class citizen, so too is the Goldman Zootopia's Roscoe, who is discriminated  
 21 against as an “outcast” from a “low-class family.”

22 121. The next part of the scene is based on the elephant dialogue in the  
 23 Goldman Zootopia, which Nick echoes when he refers to Finnick, who is wearing  
 24 an elephant costume, saying: “[H]e loves all things elephant. Wants to be one when  
 25 he grows up.” Soon afterward, Judy delivers the dialogue that is virtually identical  
 26 to that in the Goldman Zootopia: “[Y]ou want to be an elephant when you grow up,  
 27 you be an elephant.” She also delivers another line copied from the Goldman  
 28 Zootopia: “[T]his is Zootopia, anyone can be anything.”

1           122. The next event in this sequence has Nick melting the ice cream from  
2           Jumbeaux's Café to make "pawpsicles." As alleged above, Roscoe in the Goldman  
3           Zootopia is described as someone who likes to pull pranks -- especially on others he  
4           views as pretentious -- rather than work. In the Disney Zootopia, Nick pulls a prank  
5           to make money with "pawpsicles," and he gets Judy, who he views as pretentious, to  
6           pay for it.

7           123. Then, in the following scene, Nick jokes with Finnick about his role as  
8           a cute child, and Finnick responds nastily: "I'll *bite* your face off." Strikingly,  
9           Fuzz, the similar character in the Goldman Zootopia, is described as "foul tempered,  
10          *biting*" anyone who treats him as "cute."

11          124. The next scene in the sequence is Judy confronting Nick and trying to  
12          arrest him for this prank. This scene also incorporates elements from the Goldman  
13          Zootopia. First, Finnick is gone, leaving Nick alone to deal with Judy, *i.e.*, the  
14          police. In the Goldman Zootopia, "Fuzz always escapes," leaving Roscoe "holding  
15          the bag." Second, in the Goldman Zootopia, when Hugo (who is similar to Judy) is  
16          "puffed up" or "proud," Monty (who is similar to Nick) "will make a truthful  
17          remark that punctures [Hugo] like a balloon and Hugo will deflate[. . .]." In this  
18          scene in the Disney Zootopia, Judy is proud for having caught Nick, but Nick  
19          truthfully puts her down for her naiveté, the fact that she is essentially a meter maid,  
20          and that she is standing in wet cement. Judy deflates as shown by, *inter alia*, her  
21          drooping ears, which are "expressive" like Mimi's tail.

22          125. The plot structure and certain key events in the Disney Zootopia are  
23          similar to the plot structure and certain key events in the human animator's story in  
24          the Goldman Zootopia, even if the stories are different and the order of the events  
25          differ:

26                  a. Both protagonists, Zeke and Judy, grow up living with their  
27          parents in small town America.

1           b. As youths, the Zeke and both protagonists in the Disney  
2 Zootopia, are bullied. Zeke is bullied by a big, strong, mean kid, including by being  
3 stuffed in an equipment bag in a boys locker room; Nick is bullied by big, strong,  
4 mean kids who put a muzzle on him in a boy scout club room; and Judy is bullied by  
5 a big, strong, mean kid who knocks her down.

6           c. Zeke and Judy express career dreams that worry their parents,  
7 who try to dissuade them from pursuing their dreams and suggest more conservative  
8 alternatives. Zeke wants to be an animator, but his parents suggest he become a  
9 lawyer: "We told you to get a law degree, something to fall back on." Judy wants  
10 to be a police officer, but her parents are concerned about that career choice, telling  
11 her "it's gonna be difficult -- impossible even -- for you to become a police  
12 officer[. . .] bunnies don't do that," and they suggest she become a "carrot farmer."

13           d. Zeke and Judy go to educational institutions to advance their  
14 career goals, rejecting their parents' advice. They excel, achieve recognition for  
15 their work, and earn the opportunity to pursue their careers. In particular, Zeke goes  
16 to a college where he becomes a cartoonist and gets a job at a studio producing  
17 "Zootopia"; Judy goes to an academy where she becomes a police officer and gets a  
18 job with the Zootopia police department.

19           e. The heroes then move to the big city. Zeke moves to Los  
20 Angeles; and Judy moves to Zootopia (which has streets called Tujung and Vine,  
21 two streets in Los Angeles near movie studios).

22           f. In their jobs, the heroes come up against strong and powerful  
23 bosses who do not like them, conflict with them, and seek to get rid of them. Zeke  
24 has the head of the studio; Judy has the police chief. Both bosses want to fire the  
25 protagonists.

26           g. The heroes obsess over their work, go to extreme lengths in  
27 pursuit of success, and even abuse their new power. Zeke writes, directs, produces  
28 and does the voices for his Zootopia television show, acting like a "tyrant"; Judy



1 writes 200 tickets instead of just her quota of 100 as an overzealous meter maid, and  
2 wildly pursues a criminal suspect through the city.

3 h. Zeke and Judy take principled stances in defiance of their bosses.  
4 Zeke refuses to do an endorsement; Judy insists on taking on the case of the missing  
5 Mr. Otterton. Both characters anger their bosses in doing so.

6 i. The heroes engage with partners of the opposite gender with  
7 whom they conflict, but who help them achieve success. Zeke's partner is Robin;  
8 Judy's partner is Nick.

9 j. Both Zeke and Judy achieve tremendous success and gain fame  
10 in their jobs. Zeke's Zootopia television show is a hit and he becomes famous; Judy  
11 finds the missing animals and she becomes famous.

12 k. Success goes to the heroes' heads and they publicly offend  
13 people with whom they work when interviewed in the media. Zeke offends his boss  
14 on a talk show; Judy offends Nick at a press conference.

15 l. The protagonists' success leads to the break-up of their  
16 relationships with their partners and reverses their upward personal trajectories into  
17 downward spirals. They stop being model heroes, and the audience's attitude  
18 toward them changes.

19 m. A job crisis ensues, resulting in the heroes leaving their dream  
20 careers, with important projects left unfinished. Zeke leaves the studio with the  
21 Valentine's Day television special incomplete; Judy leaves the police force without  
22 solving the cause of animals going "savage" ("We still don't know.").

23 n. Dejected, and unable to solve the problem of out-of-control  
24 Zootopian characters, the heroes move back to their parents' houses in the small  
25 towns to lives they sought to escape. Zeke moves back to Topeka to live with his  
26 parents in his old room; Judy moves back to Bunnyburrow to live with her parents  
27 on the carrot farm.

28

1           o.     The heroes each go to an asylum to solve the problem of the out-  
2 of-control Zootopian characters. Zeke goes to an “asylum” where he deals with mad  
3 Zootopia characters in his head; Judy goes to an “asylum” where she deals with  
4 Zootopia characters who have gone “savage.”

5           p.     The heroes’ old bullies, Oog in the Goldman Zootopia and  
6 Gideon Grey in the Disney Zootopia, have become changed people, overcoming  
7 their original natures and evolving into good and decent adults. Specifically, they  
8 have overcome their bias against the heroes. As the director of the Disney Zootopia  
9 said, this is “getting away from clichés.”

10          q.     The heroes run into and learn from their former bullies to  
11 overcome their own internal biases. Zeke encounters and learns from the example  
12 of Oog; Judy encounters and learns from the example of Gideon Grey.

13          r.     The heroes miss their former partners, lament the disruption of  
14 their relationships, and seek them out to reestablish their relationships -- Zeke with  
15 Robin; Judy with Nick.

16          s.     Zeke and Judy apologize to their partners: Zeke says he was  
17 “terrible” and “made a big mistake”; Judy says she was “horrible,” and “was  
18 ignorant and irresponsible and small-minded.”

19          t.     The heroes reconcile with their former partners, demonstrating  
20 that they have changed themselves -- Zeke with Robin; Judy with Nick.

21          u.     Zeke and Judy finish their unfinished projects with the help of  
22 their former partners. Zeke finishes the Valentine’s Day television special that is  
23 symbolic of his relationship with Robin; Judy solves the cause of the predator  
24 animals going savage that is symbolic of her relationship with Nick.

25          v.     Zeke resolves the crisis of the out-of-control Zootopian  
26 characters in his mind and reintegrating them back into the Zootopia television  
27 show; Judy resolves the crisis of the out-of-control “savage” Zootopian characters  
28 and reintegrating them back into the Zootopia society.

1 w. Each of the protagonists expresses love for his or her partner.  
 2 Zeke tells Robin he loves her; when Nick says to Judy, “you know you love me,”  
 3 she responds, “Do I know that. Yes. Yes, I do.” Judy’s “I do” evokes wedding  
 4 vows, just as Zeke got Robin to say “I do” when dubbing the Valentine’s Day  
 5 Special.

6 x. The heroes regain their lost careers and illustrate that one can  
 7 evolve and become what he or she wants to be.

8 126. The plot structures and sequences of events relate to and are used to  
 9 express the works’ similar themes, characters, dialogue, settings, mood, and  
 10 dramatic conflicts.

11 127. Esplanade’s selection, arrangement and combination of plot structure  
 12 and sequences of events are original and, on information and belief, unique to the  
 13 works in issue. Furthermore, Esplanade’s selection, arrangement and combination  
 14 of plot structure and sequences of events along with other elements are original and,  
 15 on information and belief, unique to these works.

16 128. The similarities in plot structure and sequences of events, and the  
 17 selection, arrangement and combination of plot structure and sequences of events  
 18 with other elements, are substantial. Tables setting forth a non-exhaustive list of the  
 19 similarities, instantiated in the Goldman and Disney Zootopias, are attached as  
 20 Exhibit 7, and their contents incorporated by reference as though fully set forth at  
 21 length. The citations to the Goldman Zootopia are keyed to Exhibit 1; and the  
 22 citations to the Disney Zootopia are keyed to the Zootopia screenplay/shooting  
 23 script (downloaded from Disney’s Web site at  
 24 <http://waltdisneystudiosawards.com/screenplay/zootopia.pdf>, attached hereto as  
 25 Exhibit 8, and whose contents are incorporated by reference as though fully set forth  
 26 at length), the *Zootopia Cinestory Comic* copyrighted by Defendants (attached  
 27 hereto as Exhibit 9, and whose contents are incorporated by reference as though  
 28 fully set forth at length), and the *Essential Guide to Zootopia* copyrighted by

1 Defendants (attached as Exhibit 10, and whose contents are incorporated herein by  
2 reference as though fully forth at length).

3 **G. Mood and Pace**

4 129. The moods of the works also are substantially similar. The works are  
5 written for adults and children, with comic, social, and emotional aspects. The  
6 moods reflect the works' themes, involving humor with an undercurrent of pathos  
7 and light moments juxtaposed with dark moments. Both feature disappointment,  
8 disillusionment, and sadness, but also comedy, healing, joy, and ultimate success.  
9 The moods alternate as the main characters' personalities and worldviews battle,  
10 taking turns suffering setbacks and later achieving vindication. Both moods are  
11 uplifting when the utopian themes are expressed, and take downturns when the  
12 deterministic themes are acted out. The works culminate in a mood of reconciliation  
13 and hope for further improvement in the future.

14 130. Furthermore, the moods of both works relate to a specific combination  
15 of genres devised in the Esplanade Zootopia and retained in the Disney Zootopia,  
16 including (a) a psychodrama about madness, which is more adult in tone than  
17 standard children's animated cartoons; (b) an adult toned political fable about  
18 utopias; (c) a comedy of ideas, posing philosophical questions about utopian  
19 societies, nature, and self-determination; and (d) a worldview which eschews  
20 simple solutions, but teaches that complexity is unavoidable, perfection is  
21 unattainable, and everyone is flawed but ultimately can live up to one's values.

22 131. The pace changes with the mood, sometimes exhibiting frenetic energy  
23 for the exposition of comedy and uplifting themes, while other times slowing down  
24 for the exposition of disappointment and disillusionment.

25 132. The mood and pace relate to and are used to express the works' similar  
26 themes, characters, dialogue, settings, plot, and sequences of events.

27

28

1 133. Esplanade's selection, arrangement and combination of mood and pace  
2 along with other elements are original and, on information and belief, unique to the  
3 works in issue.

4 134. The similarities in mood and pace, and the selection, arrangement and  
5 combination of mood and pace with other elements, are substantial.

6 **H. Title**

7 135. Titles, although not independently copyrightable, may be part of the  
8 selection, arrangement and combination of elements that constitute substantial  
9 similarity. The title "Zootopia" in Defendants' works is copied from the Goldman  
10 Zootopia. Moreover, as alleged above, "Zootopia" is more than just a name: it  
11 expresses theme, setting, and character, and it relates to plot. Esplanade is informed  
12 and believes that Defendants have never used the title before in their multitude of  
13 works.

14 **I. Selection, Arrangement, and Combination of Elements**

15 136. The elements of motion pictures, including the Disney Zootopia, do not  
16 exist solely in isolation from each other; rather, their significance largely derives  
17 from how they interrelate and combine. Artwork, characters, dialogue, themes,  
18 settings, plot, sequences of events, mood, and pace contribute to the artistic  
19 expression as a whole.

20 137. The elements of the Goldman Zootopia that are similar to elements of  
21 the Disney Zootopia, the Disney Merchandise, and the Disney Marketing are  
22 original and qualitatively important to the Goldman Zootopia. Furthermore, the  
23 selection, arrangement, and combination of elements in the Goldman Zootopia,  
24 including protectable and otherwise unprotectable elements, are original and  
25 qualitatively important to the Goldman Zootopia. The Disney Zootopia, the Disney  
26 Merchandise, and the Disney Marketing copy both individual elements and the  
27 selection, arrangement, and combination of elements, from the Goldman Zootopia.  
28

1 138. For example, as alleged above, one of the themes of the Goldman  
 2 Zootopia is whether someone can become what he or she wants to be, and it is  
 3 expressed in the dialogue: “If you want to be an elephant, you can be an elephant.”  
 4 In the Jumbeaux’s Café scene in the Disney Zootopia, Judy, a character with  
 5 artwork and character traits similar to those of Mimi and Hugo in the Goldman  
 6 Zootopia, expresses the same theme in virtually identical dialogue. Thus, similar  
 7 characters express the same theme in the same language. Furthermore, Judy’s foil,  
 8 Nick, a character with artwork and character traits similar to Roscoe and Monty in  
 9 the Goldman Zootopia, represents the deterministic view in this scene with dialogue  
 10 similar to prose in the Goldman Zootopia. This scene not only combines similar  
 11 artwork, characters, dialogue, and themes, but it relates to the conflict between the  
 12 characters that is played out and ultimately resolved in plot and sequences of events  
 13 in the Disney Zootopia. The central importance of this scene, and this selection,  
 14 arrangement and combination of elements, is shown by the Disney Marketing, much  
 15 of which focuses on this scene and, in particular, the common dialogue. *See* Exhibit  
 16 4 at 2.

17 **J. The Works Are Substantially Similar in Expression and Have a**  
 18 **Substantially Similar Concept and Feel**

19 139. For the foregoing reasons, the works are substantially similar in  
 20 expression and have a substantially similar concept and feel.

21 **FIRST CLAIM FOR RELIEF**

22 **Copyright Infringement – 17 U.S.C. §§ 106, *et seq.***

23 **(Direct, Contributory, and Vicarious)**

24 **(Against All Defendants)**

25 140. Esplanade repeats and re-alleges each and every allegation contained in  
 26 Paragraphs 1 through 139, above, as though fully set forth herein.

27 141. Esplanade is the owner of the copyright in an original work that is fixed  
 28 in tangible media of expression. On February 10, 2017, Esplanade registered the

1 Character Descriptions, Character Illustrations, Synopsis, and Treatment as part of a  
2 collection entitled “Zootopia”, Registration No. PAu-3-839-720, with the United  
3 States Copyright Office.

4 142. Esplanade is informed and believes, and on that basis alleges, that  
5 Defendants have produced, reproduced, prepared derivative works based upon,  
6 distributed, publicly performed, and/or publicly displayed Esplanade’s protected  
7 work and/or derivatives of Esplanade’s protected work without Esplanade’s consent.  
8 Defendants’ acts violate Esplanade’s exclusive rights under the Copyright Act, 17  
9 U.S.C. §§ 106 and 501, including, but not limited to, Esplanade’s exclusive rights to  
10 produce, reproduce, and distribute copies of its work, to create derivative works, and  
11 to publicly perform and display its work.

12 143. In particular, Defendants infringed Esplanade’s copyright in (i)  
13 Esplanade’s character illustrations, (ii) Esplanade’s characters, and (iii) the  
14 Goldman Zootopia as a whole, by producing, distributing, licensing, performing,  
15 displaying, and creating a derivative work in the Disney Zootopia.

16 144. Defendants infringed Esplanade’s copyright in (i) Esplanade’s  
17 character illustrations, (ii) Esplanade’s characters, and (iii) the Goldman Zootopia as  
18 a whole, by producing, distributing, performing, displaying, and creating a  
19 derivative work in the Disney Marketing.

20 145. Defendants infringed Esplanade’s copyright in (i) Esplanade’s  
21 character illustrations, (ii) Esplanade’s characters, and (iii) the Goldman Zootopia as  
22 a whole, by producing, distributing, performing, and displaying the Disney  
23 Marketing.

24 146. Defendants’ infringements and substantial contributions to the  
25 infringements of Esplanade’s copyrighted work have been committed knowingly  
26 without Esplanade’s consent for commercial purposes and for Defendants’ financial  
27 gain. Furthermore, Defendants failed to exercise their right and ability to supervise  
28 persons within their control to prevent such persons from infringing Esplanade’s



1 copyrighted work and did so with the intent to further their financial interest in the  
 2 infringements of Esplanade's work. Accordingly, Defendants have directly,  
 3 contributorily, and vicariously infringed Esplanade's copyrighted work.

4 147. By virtue of Defendants' infringing acts, Esplanade is entitled to  
 5 recover Esplanade's actual damages and Defendants' profits in an amount to be  
 6 proved at trial, Esplanade's attorneys' fees and costs of suit, and all other relief  
 7 allowed under the Copyright Act.

8 148. Defendants' infringement has caused, and continues to cause,  
 9 irreparable harm to Esplanade, for which Esplanade has no adequate remedy at law.  
 10 Unless this Court restrains Defendants from infringing Esplanade's protected works,  
 11 this harm will continue to occur in the future. Accordingly, Esplanade is entitled to  
 12 preliminary and permanent injunctive relief restraining Defendants from further  
 13 infringement.

## 14 **SECOND CLAIM FOR RELIEF**

### 15 **Breach of Implied-In-Fact Contract**

#### 16 **(Against All Defendants)**

17 149. Esplanade repeats and re-alleges each and every allegation contained in  
 18 Paragraphs 1 through 148 above, as though fully set forth herein.

19 150. Esplanade and Defendants entered into an implied-in-fact contract,  
 20 based on their conduct as alleged above, whereby Esplanade disclosed ideas and  
 21 materials for the Goldman Zootopia to Defendants for sale, *i.e.*, in consideration for  
 22 Defendants' obligation to pay and credit Esplanade if Defendants or any of their  
 23 affiliated entities used any of those ideas or materials in any motion picture,  
 24 television program, merchandise, marketing, or otherwise; Esplanade reasonably  
 25 expected to be compensated for such use of any of its concepts or materials; and  
 26 Defendants voluntarily accepted Esplanade's offer and disclosures, knowing the  
 27 conditions on which they were made, *i.e.*, that any use of any of Esplanade's  
 28 concepts or materials in any motion picture, television program, merchandise,

1 marketing, or otherwise, whether by Defendants or any of their affiliates, carried  
2 with it an obligation to, *inter alia*, compensate and credit Esplanade for such use.

3 151. Esplanade conveyed and Defendants accepted Esplanade's concepts  
4 and materials for the Goldman Zootopia with an understanding of the custom and  
5 practice in the entertainment industry of providing concepts and materials to  
6 producers and studios in exchange for compensation and credit if such concepts or  
7 materials are used.

8 152. Defendants' conduct implied, and led Esplanade reasonably to believe,  
9 that Defendants would compensate and credit Esplanade for its concepts and  
10 materials for the Goldman Zootopia if Defendants or any of its affiliates used any of  
11 Esplanade's concepts or materials in any motion picture, television program,  
12 merchandise, marketing, or otherwise.

13 153. Esplanade has performed all conditions, covenants, and promises  
14 required to be performed on its part in accordance with its implied-in-fact contract  
15 with Defendants.

16 154. Defendants used Esplanade's concepts and materials in the Disney  
17 Zootopia, the Zootopia Merchandise, the Zootopia Marketing, and otherwise, and  
18 such concepts and materials provided substantial value to Defendants. However,  
19 Defendants have not compensated or credited Esplanade for the use of such  
20 concepts and materials. Accordingly, Defendants have breached, and continue to  
21 breach, their implied-in-fact contract with Esplanade.

22 155. As an actual and proximate result of Defendants' material breaches of  
23 the implied-in-fact contract, Esplanade has suffered, and will continue to suffer,  
24 damages in an amount to be proved at trial.

25 156. Defendants' conduct has caused, and continues to cause, Esplanade  
26 irreparable harm, for which Esplanade has no adequate remedy at law. Unless this  
27 Court restrains Defendants from engaging in such conduct, this harm will continue  
28 to occur in the future. Accordingly, Esplanade is entitled to preliminary and

1 permanent injunctive relief restraining Defendants from further breaches of the  
2 implied-in-fact contract.

3 **THIRD CLAIM FOR RELIEF**

4 **Breach of Confidence**

5 **(Against All Defendants)**

6 157. Esplanade repeats and re-alleges each and every allegation contained in  
7 Paragraphs 1 through 156 above, as though fully set forth herein.

8 158. Esplanade and Defendants entered into a confidential relationship,  
9 based on their conduct whereby Esplanade conditioned the disclosure of confidential  
10 and novel concepts and materials for the Goldman Zootopia to Defendants in  
11 consideration for Defendants' obligation not to use, disclose, or divulge those  
12 concepts or materials without Esplanade's permission and without payment and  
13 credit to Esplanade for any use of any of those concepts or materials.

14 159. Defendants voluntarily accepted Esplanade's confidential disclosures,  
15 knowing that the concepts and materials were novel and were being disclosed in  
16 confidence, and that the use of any of Esplanade's novel concepts or materials in  
17 any motion picture, television program, merchandise, marketing, or otherwise,  
18 whether by Defendants or any of their affiliates, carried with it an obligation to,  
19 *inter alia*, compensate and credit Esplanade for such use.

20 160. Esplanade conveyed and Defendants accepted Esplanade's confidential  
21 and novel concepts and materials pursuant to custom and practice in the  
22 entertainment industry of disclosing creative concepts and materials to producers  
23 and studios in consideration for maintaining their confidentiality and not using,  
24 disclosing, or divulging those concepts or materials without the other party's  
25 permission and without compensating and crediting the other party if any of the  
26 concepts or materials are used.

27 161. Defendants' conduct implied and led Esplanade reasonably to believe  
28 that Defendants would not use, disclose, or divulge those concepts or materials

1 without Esplanade's permission and would compensate and credit Esplanade if  
2 Defendants or any of their affiliates used any of Esplanade's concepts or materials  
3 in any motion picture, television program, merchandise, marketing, or otherwise.

4 162. Esplanade performed all conditions, covenants, and promises required  
5 to be performed on its part in accordance with its agreement with Defendants.

6 163. Defendants breached, and continue to breach, its confidence with  
7 Esplanade by disclosing, divulging, and using those concepts and materials in the  
8 Disney Zootopia, the Zootopia Merchandise, the Zootopia Marketing, and otherwise  
9 without Esplanade's permission and without compensating or crediting Esplanade.

10 164. As an actual and proximate result of Defendants' material breaches of  
11 confidence, Esplanade has suffered, and will continue to suffer, damages in an  
12 amount to be proved at trial.

13 165. Defendants' breaches of confidence were despicable and were  
14 committed maliciously, fraudulently, and oppressively with willful and conscious  
15 disregard of Esplanade's rights and with the wrongful intent to injure Esplanade.  
16 Defendants subjected Esplanade to extreme hardship, and by way of its  
17 intentional deceit, misrepresentation, and/or concealment of material facts,  
18 Defendants intentionally deprived Esplanade of property or legal rights to  
19 Esplanade's detriment and Defendants' financial benefit.

20 166. Defendants' breaches of confidence were especially reprehensible  
21 because, Esplanade is informed and believes, Defendants' conduct was part of a  
22 repeated corporate practice and not an isolated occurrence. Esplanade is informed  
23 and believes, and on that basis alleges, that Defendants have substantially increased  
24 their profits, and the profits of their affiliates, as a result.

25 167. Defendants' breaches of confidence have caused, and continue to  
26 cause, Esplanade irreparable harm, for which Esplanade has no adequate remedy at  
27 law. Unless this Court restrains Defendants from wrongfully using, disclosing, and  
28 divulging Esplanade's novel and confidential concepts and materials, these injuries

1 will continue to occur in the future. Accordingly, Esplanade is entitled to  
 2 preliminary and permanent injunctive relief restraining Defendants from further use,  
 3 disclosure, or divulgement of Esplanade's novel and confidential concepts and  
 4 materials.

#### 5 **FOURTH CLAIM FOR RELIEF**

##### 6 **Unfair Competition – *Cal. Bus. & Prof. Code* §§ 17200, *et seq.* and common law** 7 **(Against All Defendants)**

8 168. Esplanade repeats and re-alleges each and every allegation contained in  
 9 Paragraphs 1 through 167 above, as though fully set forth herein.

10 169. Section 17200 of the *California Business and Professions Code*  
 11 prohibits unfair competition, including “any unlawful, unfair or fraudulent business  
 12 act or practice [...]”

13 170. By engaging in the conduct alleged above, Defendants have engaged in  
 14 unlawful, unfair, and/or fraudulent business acts of unfair competition in violation  
 15 of *California Business and Professions Code* sections 17200, *et seq.*, and California  
 16 common law. Such conduct includes, *inter alia*, Defendants' breach of confidence  
 17 and inducement of breach of confidence, Defendants' interference with Esplanade's  
 18 ability to compete by diluting the value of the Goldman Zootopia and by failing to  
 19 disclose Esplanade's role in conceiving of and creating the Disney Zootopia, and  
 20 Defendants' misrepresentations to consumers, the entertainment industry, and others  
 21 in the public that Defendants conceived of and created the Disney Zootopia without  
 22 any participation or contribution by Esplanade.

23 171. As an actual and proximate result of Defendants' unfair competition,  
 24 Defendants have unjustly enriched themselves by, *inter alia*, obtaining profits,  
 25 depriving Esplanade of compensation to which Esplanade is rightly entitled, and  
 26 taking credit for Esplanade's concepts and materials. Accordingly, Esplanade is  
 27 entitled to restitution of such sums in an amount to be proved at trial.

172. As an actual and proximate result of Defendants' unfair competition, Esplanade has suffered, and will continue to suffer, substantial, immediate, and irreparable harm including, *inter alia*, the failure to receive credit for conceiving of and creating Zootopia, for which there is no adequate remedy at law. Esplanade is informed and believes, and on that basis alleges, that Defendants will continue to engage in unfair competition in violation of *California Business and Professions Code* sections 17200, *et seq.* and common law, unless enjoined or restrained by this Court. Accordingly, Esplanade is entitled to preliminary and permanent injunctive relief restraining further unfair competition.

### **PRAYER FOR RELIEF**

WHEREFORE, Esplanade prays for judgment in its favor and against Defendants, and each of them, as follows:

A. That Defendants be adjudged to have willfully infringed Esplanade's copyright in the Goldman Zootopia in violation of 17 U.S.C. §§ 106 and 501;

B. That Defendants be preliminarily and permanently enjoined from infringing Esplanade's copyright in the Goldman Zootopia, including (i) producing, reproducing, preparing derivative works based on, distributing, performing, or displaying any work that is substantially similar to the Goldman Zootopia, (ii) reproducing, preparing derivative works based on, distributing, performing, or displaying the Disney Zootopia, (iii) producing, reproducing, preparing derivative works based on, distributing, or displaying books, toys, video games, costumes, other merchandise, and marketing materials based on the Goldman Zootopia or the Disney Zootopia, and (iv) engaging in any other action which infringes Esplanade's copyright;

C. That Defendants be preliminarily and permanently enjoined from engaging in further acts of unfair competition, breach of implied contract and breach of confidence;

1 D. That Defendants' products and materials that infringe Esplanade's  
2 copyright, as well as Defendants' plates, molds, masters, tapes, film negatives, and  
3 other articles by which copies of the works embodied in Esplanade's copyright may  
4 be reproduced, be impounded pursuant to 17 U.S.C. § 503(a);

5 E. That Defendants' products and materials that infringe Esplanade's  
6 copyright, as well as Defendants' plates, molds, masters, tapes, film negatives, and  
7 other articles by which copies of the works embodied in Esplanade's copyright may  
8 be reproduced, be destroyed pursuant to 17 U.S.C. § 503(b);

9 F. That Defendants be required to account to Esplanade for all profits  
10 derived from their use of the Goldman Zootopia and their production, reproduction,  
11 preparation of derivative works based on, distribution, performance, and display of  
12 the Disney Zootopia or the Zootopia Merchandise in all media, from all sources,  
13 worldwide;

14 G. That Defendants be ordered to pay to Esplanade all damages, including  
15 future damages, that Esplanade has sustained, or will sustain, as a consequence of  
16 the acts complained of herein, and that Esplanade be awarded any profits derived by  
17 Defendants as a result of said acts, or as determined by said accounting;

18 H. That Defendants be ordered to pay to Esplanade punitive damages as a  
19 result of Defendants' wanton, deliberate, malicious, and willful misconduct;

20 I. That Defendants be ordered to pay to Esplanade the full costs of this  
21 action and Esplanade's reasonable attorneys' fees and expenses;

22 J. That Defendants be ordered to pay to Esplanade pre-judgment and  
23 post-judgment interest on all applicable damages; and  
24  
25  
26  
27  
28



1 K. That Esplanade have such other and further relief as the Court deems  
2 just and proper.

3  
4 DATED: August 3, 2017

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

6 By /s/ Gary E. Gans

7 Gary E. Gans

8 *Attorneys for Plaintiff*

9 *Esplanade Productions, Inc.*  
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**DEMAND FOR JURY TRIAL**

Plaintiff Esplanade Productions, Inc. hereby demands trial by jury on all issues so triable, pursuant to Fed. R. Civ. P. 38(b).

DATED: August 3, 2017

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

By /s/ Gary E. Gans

Gary E. Gans

*Attorneys for Plaintiff*

*Esplanade Productions, Inc.*

# EXHIBIT 1

## **ZOOTOPIA**

By  
Gary Goldman

### **LIST OF CHARACTERS**

#### **Adolescent high school kids, 14-17 years old:**

##### **The Four Outcasts**

- 1) Fuzz, a Koala
- 1a) [Alternate form of same character: Cyrano, a Proboscis Monkey]
- 2) Roscoe, a Hyena
- 3) Hugo, an Aardvark
- 4) Monty, a Three-Toed Sloth

- 
- 5) Mimi, a Squirrel

- 
- 6) Cody, a Kodiak Bear
  - 7) Cha-Cha, a Cheetah

#### **Adults:**

- 8) Max, a Kangaroo
- 9) Miss Quilty, an Anteater

The Five of them form a gang. Fuzz and Roscoe are often teamed in episodes; as are Hugo and Monty.

#### **FUZZ, A KOALA**

The leader of the gang. He looks cute, but he's a little Napoleon -- consumed with unbridled ambition. Nobody takes him seriously as a lover or leader, and this really burns him. So he has become very foul-tempered, biting and scratching anyone who treats him as inconsequential or cute. He hates that the zoo has named him Fuzz.

Fuzz really wants to challenge Kody the Bear for leadership of the animals and for the affections of Cha-Cha the Cheetah. To everyone else, his ambitions seem ridiculous. But this just goads Fuzz into wild schemes which require the combined effort of his cohorts.

He assures them that they will receive great rewards and benefits when his wild schemes succeed. For example, he tempts Rosco the Hyena with the fantasy that he will be so important that he will be attractive despite his disgustingness. There comes a point where Fuzz has unified them into an effective team; and they could all stop and realize a



gain. But Fuzz won't be satisfied until he's the Big Man in the Zoo; so he goes too far and fails.

You would despise him, except that there is a certain crazy heroism (like Don Quixote tilting against windmills). His goal -- to overthrow Cody the Bear, become leader, and get ChaCha the sexy Cheetah -- is so absurd that you can only pity him. In fact, to a degree, you sympathize with his attempt to overthrow the rule of the big, strong, and pretty. Unfortunately, he drags his buddies into these ventures -- and they always end badly.

He's completely sure that he is great and deserves to rule; so he has no guilt about using everyone to achieve his dream. When he does achieve it, he fully expects to reward them all. Of course, if he ever did achieve power, he would quickly become a tyrant and forget everybody who helped him get there.

He's frequently rescued by the zookeeper, who thinks he's really cute and helpless.

Models: Tweety-Pie on steroids, Baby Herman, The Brain meets Daffy Duck, Moe, Don Quixote, Ralph Cramden, Oliver Hardy, Groucho, Danny DeVito, Joe Pesci, Eddie Murphy, Chris Rock.

### **CYRANO, A PROBOSCIS MONKEY**

The same character as Fuzz, but instead of being cute and cuddly, he is a funny-looking Proboscis Monkey with a phallic nose. He would have a voice like Jimmy Durante.

<http://www.geocities.com/RainForest/Vines/5257/gdc5.html>

<http://www.primate.wisc.edu/pin/images/nasalis.html>

### **ROSCOE, A HYENA**

A prankster. A jolly guy, out for a good time, likes to hang out, doesn't like to work. A good pal to his friends. But he's ugly and uncouth; from a "low-class" family. He has an obnoxious laugh, bad posture, and a bad attitude. Agile. High energy.

He knows he's an outcast and that he will never get ahead in business or in a profession; and that no female wants him. He is totally without hope of ever changing that situation or living a normal life. And that's fine by him. -- But instead of being bitter about it, he revels in being offensive. He likes to play pranks and cause trouble, especially to pretentious "people" with airs of being elegant. He takes pride in his obnoxious behavior, which he serves up as a form of justice.

Wherever he goes, he unintentionally creates mess, disorder, and chaos. But when provoked, he intentionally creates mess, disorder, and chaos.

Like an pimple-faced adolescent boy, he has a volcanic libido; but he has no hope of fulfilling it with an actual female. Instead, he satisfies himself with harmlessly harrassing and grossing-out females of all species.



He never actually hurts anyone. He merely sets up situations where they are tempted, act badly –and then he is there to benefit from their comeuppance and punishment. –

We should like him – but we would be embarrassed to be seen with him.

It's hard to say if he's well-adjusted or not. He seems to be resigned to his place in life and making the most of it; but underneath he has an inferiority complex. – Does he deserve to be loved? Definitely. Will he ever actually be loved; or agree to be loved by a female who wants him? Ah, that is the eternal question in these cartoons.

Models: Taz, John Belushi in Animal House; Chico and Harpo mixed together; Pepe Le Pue, Ed Norton with edge; Stan Laurel with edge.

### **HUGO, AN AARDVARK**

A strong, athletic, but dorky guy who is obsessed with self-improvement. He wants to acquire the skills, knowledge, and techniques to become successful and popular. But he will never, ever, ever succeed.

He has a muscle-bound body from going to the gym. He is the devotee of a Tony Robbins-like guru. He is incredibly optimistic; refusing to believe that his fate is to remain a dork forever, despite the fact that all of his plans at self-improvement prove to be complete failures.

Like all people into self-improvement, he is constantly trying to improve other people as well – helpfully pointing out their flaws and cheerfully offering to bring them into his groups and programs. But in Hugo's case, none of his friends are interested – in part because they can see clearly that he is a hopeless case, and all his efforts have been futile. – Hugo is truly good-natured; he is always ready to help his buddies. But he is such a bore that they would rather do without his help. Unfortunately, they always end up going to him because nobody else is willing to help.

Hugo believes that an animal can be whatever he wants to be. Our characters, he believes are the result of our environment and will. There is no such thing as “animal nature.” “If you want to be an elephant, you can be an elephant.”

Hugo craves praise and acceptance. Consequently, Fuzz is always able to manipulate him into doing his bidding. He tricks Hugo into a project, telling Hugo that it will make him popular – and that no one will get hurt. But things always go wrong, and Fuzz always escapes, leaving Hugo and Roscoe holding the bag.

Hugo would be very happy to have June as a girl friend, but Fuzz always tells him he can do better. And this ruins his chance at happiness.



Models: A teenage Peter Sellers as Inspector Clouseau, Ben Stiller, Hank Azaria, Jeff Goldblum, Jim Carrey, Danny Kaye, Roberto Benigni, Pierre Richard, Huntz Hall from the Bowery Boys

<http://library.thinkquest.org/11922/mammals/aardvark.htm>

<http://www.ultimateungulate.com/aardvark.html>

<http://www.zi.ku.dk/personal/drnash/Pages/aardvark.htm>

<http://www.birminghamzoo.com/ao/aardvark.htm>

### **MONTY, A THREE-TOED SLOTH**

A highly educated and cultured epicure who is monumentally lazy. He sees through all the others; and is highly principled about speaking the truth and not compromising his aesthetic values. On the other hand, he loves creature comforts and can be bought off. So he is easily recruited into schemes, so long as his rewards come up front and his obligations are minimal. On the other hand, he is highly unreliable.

He's incredibly pessimistic and negative. He has no hope that he can change or improve; or that anyone else can change or improve. Consequently, he accepts people the way they are; interacts with them; but calls a spade a spade, to their faces; and is a devastating critic.

Hugo the Aardvark constantly tries to improve Monty; who just laughs at the absurdity of it. Every now and then, Hugo puffs up and feels very proud of his advancements. Inevitably, Monty will make a truthful remark that punctures him like a balloon and Hugo will deflate and shrivel up.

Monty is at great pains to differentiate himself from Roscoe. Although both are drop-outs, Monty puts great store in appearances, erudition, and dignity.

He tells Hugo, "Don't be impressed by Fuzz. Look at all he's got going for him; and he's miserable."

People keep forcing him to choose sides; so he sabotages both sides.

He is devastatingly funny – which is why it's fun to have him around.

Models: Woody Allen, Groucho, Jack Benny, Nathan Lane, Charles Laughton, Winnie the Pooh (in that he can be bought off with honey), Bugs Bunny (just wants to be left alone)

<http://andrews.esc18.net/ARCHIVES/CONTEST/endangered%20species/html/sloth.html>

<http://bss.sfsu.edu/geog/bholzman/courses/fall99/projects/sloth.htm>

<http://www.passporttoknowledge.com/rainforest/ECOSystem/Animals/3toedsloth.html>

[http://www.comptons.com/encyclopedia/CAPTIONS/18011786\\_P.html](http://www.comptons.com/encyclopedia/CAPTIONS/18011786_P.html)

[http://www.chenowith.k12.or.us/ces/1999\\_2000/Rainforest2/sloth.html](http://www.chenowith.k12.or.us/ces/1999_2000/Rainforest2/sloth.html)



<http://www.sazoo-aq.org/sloth.html>  
<http://www.geocities.com/Hollywood/Set/1478/sloth.html>  
<http://bss.sfsu.edu/geog/bholzman/courses/fall99projects/sloth.htm>  
<http://www.123spot.com/AnimalDirectory/sloth1.html>  
<http://www.123spot.com/AnimalDirectory/sloth3.html>  
<http://www.santabarbarazoo.org/animals/mammals/sloth.html>  
<http://www.k12.de.us/warner/sloths.htm>  
<http://www.zoo.org/virtualtour/Night%20House/tamamduavt.htm>

### **MIMI, A SQUIRREL**

The only wild animal in the show. Mimi is a cute, curvacious, sexy squirrel who lives in a tree in the zoo and who can come and go as she pleases. But she enjoys the zoo creatures and hangs out with our gang because, as outcasts among the snobby, exotic zoo animals, they are willing to have her as a friend.

As a self-sufficient wild animal, she knows the real world, and she knows something about human beings. She is the voice of common-sense, as opposed to the zoo creatures in captivity who endlessly theorize about the world, but really don't know anything about it. No matter what good advice she gives, and how many times she has been right, they just laugh her off as being absurd – and they continue with their obsessions.

Mimi likes all of these guys and could almost fall for any of them; but each of them has an obsession or neurosis which interferes with any romance.

You might say that her only flaw is that she's hanging out with these losers; but she likes them. And they make her laugh. They all treasure her as a friend, just not as a lover.

Because she's wild and small, she can always get out of the cages and achieve personal safety; but she is also very brave, and she never abandons her buddies. She always finds a way to help or rescue them.

She's romantic. She wants to be loved and considered special.

She's very energetic and enthusiastic. Her bushy tail is very expressive – and kind of sexy.

MODELS: Rocky the Flying Squirrel, Renee Zellwegger, June Arthur, Goldie Hawn, Judy Holliday, Holly Hunter, Ally Sheedy, Jeannine Garofalo, Debbie Reynolds, Lisa Kudrow.



**SUPPORTING CHARACTERS****CODY, A KODIAK BEAR**

He takes his leadership and superiority for granted. He gets exasperated that Fuzz and his nobodies keep irritating him and picking on him and challenging him. Fuzz always manages gets away unharmed, but his allies always end up getting massacred by Bear. – Bear's flaw is his pride. Thinking that he is too mighty to be defeated. Goliath. Plays on the football team. – If our gang would just accept him as the leader, everything would be fine. But Fuzz is obsessed with challenging Cody, and Monty mercilessly makes fun of him, like a court jester.

**CHA-CHA, A CHEETAH**

Gorgeous sex goddess cheerleader. Her goal is to be praised and to have the Alpha Male of the animal kingdom. She constantly tries to make Cody the Bear jealous. So she flirts with Fuzz and the others, who can't help falling for her, even though they know she's just using them. Inevitably they get clobbered by Cody, who goes off with Cha-Cha.

**MAX, AN IBEX**

Based on Lem's father. Sporty. Not too bright. He runs a bar...THE WATERING HOLE, and has big horns that he is proud of. The gang hangs out there, where Max, pretends to know everything about life. But he's got it all wrong. He is married to Miss Quilty, but he is so dense and self-absorbed that he is completely oblivious to her inner needs. They have a terrible marriage, but he doesn't realize it.  
Models: Homer Simpson, Foghorn Leghorn

**MISS QUILTY, A VICUNA or OSTRICH**

Based on Lem's mother. Very prissy and vain, but not too attractive, large, with big hair, and tiny lips at the end of a long, long snout. She teaches Biology and Ecology to animals. She is miserable being married to Max and constantly complains, "I should never have married a marsupial."

Model: Miss Piggy

<http://nauticom.net/www/deg/anteater.html>

<http://www.nature.ca/notebooks/english/giantant.htm>

<http://www.reg.uci.edu/IMAGES/ANTEATERS/> CARTOONS!

<http://library.thinkquest.org/11922/mammals/anteater.htm>

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Exhibit 1

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Exhibit 1

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Exhibit 1

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Exhibit 1

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Exhibit 1

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Exhibit 1

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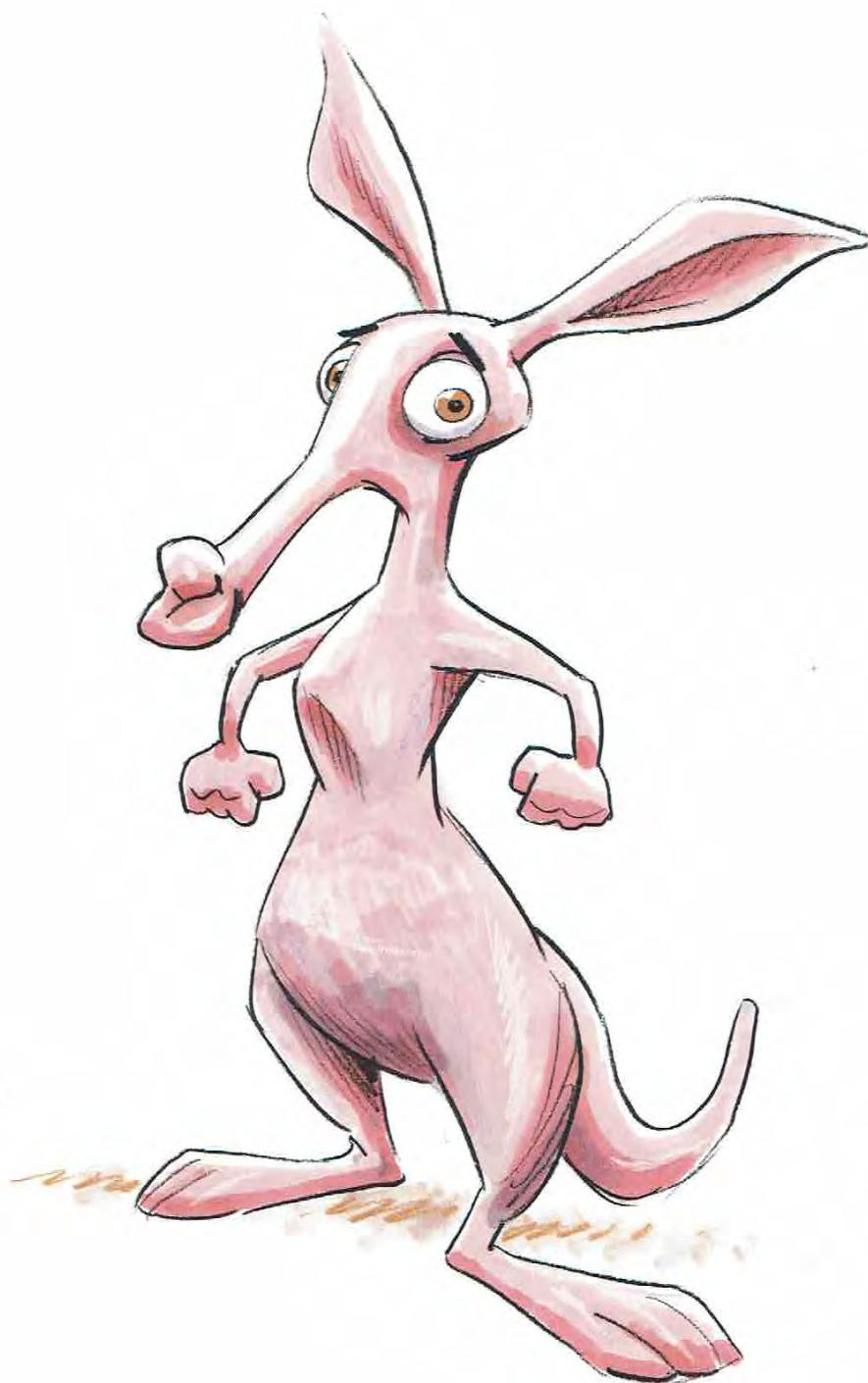


Exhibit 1

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Exhibit 1

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And Zeke IS the show. He writes, directs, and produces it and does most of the voices. It's the unique expression of his character, which you could describe as all the Marx Brothers rolled into one.

Cause you see, Zeke is like a little bit crazy. If he didn't have his characters and his show, people would probably say he was crazy. He talks in his own voice, and then he might make a comeback in the voice of one of his characters, and then respond in the voice of different character. He's like a one-man conversation. Hyperactive. – He's like the Three Faces of Eve, simultaneously. But because he's successful and he harnesses it constructively, it passes for eccentricity instead of insanity.

But something has happened to Zeke along the way from being a Wacko to being a Genius. He's gone from being a nice, sweet, sensitive guy to being universally known as one of the biggest egomaniacs in Hollywood.

Like Mickey Rooney, he's been married five times, always to gorgeous starlets and models -- who eventually left him for their leading men. He's a publicity hound – always willing to step in at the last minute on Leno or Letterman – so much so people started writing letters to complain that he was on too much. But above all, he's still the same insecure adolescent who never had to deal with his problems, because he became rich and successful instead.

So, our story starts, when

Alarm goes off – Looney Tunes/Merry Melodies-type anthem

Jim Carrey wakes up in a gigantic bed, dressed in Hugh Hefner black silk pajamas, next to Pamela Anderson, who's wearing a blindfold.

He does a cartoon routine of adoring and molesting her – like the Wolf from Tex Avery cartoons

He speaks to her in voices – more than one. Pepe le Pue-like.

“Don't you ever get enough?”

“Of you? No.” Does more seductive cartoon voices.

“Zeke.... That isn't sexy.”

(like Daffy) “I've never been so humiliated in my entire life.”

He lives in a giant, gauche mansion filled with gawdy furniture.

He improvises dialogue as he jogs in his private gym.

Trainer indulges him with a work-out while he leans on Robin.  
He dictates as he showers in his palatial bathroom with gold-plated fixtures.  
An English butler serves breakfast.

He drives to work in his Ferrari which is like a wild stallion that he can't control.

He dictates and acts out dialogue in six or seven cartoon voices as he drives, which makes people think he's crazy.

And he arrives at the studio, where he is treated with great deference.

And then he goes into a Dubbing session. He acts like a tyrant. He's too busy to talk when his mother calls long distance from Kansas. He puts down his staff when he disagrees with them. But, to give him credit, he is brilliant and he wants the show to be great.

In the course of the dubbing session, we see a cartoon... and get acquainted with the show...which is called...

## ZOOTOPIA! O

Premise. Backstage at the zoo. Every morning, the animals punch in and go to work. At closing time, they punch out and go home. – It's a metaphor for life and for America.

### High school kids, 15-17 years old

Four OutcastsMR --)/ . MJ-MBT MJ/CM

- 1) Roscoe, a Hyena
- 2) Hugo, an Aardvark
- 3) Monty, a Sloth
- 4) Fuzzy, a Koala

Prom King and Queen MR3--)/ MJ-MBx y MJ/CM

- 5) Griz, a Bear
- 6) Cha-Cha, a Cheetah

Wild Animal not in a cageMR3--).661MJ-MB MJ/CM

- 7) Mimi, a Squirrel

### Adults

- 8) Max, an Ibex
- 9) Miss Quilty, an Ostrich

### Humans

- 10) Dodo – the zookeeper, you never see his face.

His partner in all this is ROBIN – (Imagine Renee Zellwegger) -- his only real friend, who's been with him since the beginning. She went to junior high with him; and visited him when he had to go to the mental hospital for a while in tenth grade. She did the female voices for his very first home-made animations. She used to be his girl friend. In fact, she was his fiancée when he made his big studio deal and came out to Hollywood.

*(Griz)*  
Griz and  
Tommy  
Lynn Brown



But then it all went to his head and he broke off their engagement. But they kept working together.

She's still the voice of the female characters, and an institution at the cartoon studio. She's the only person who can stand up to Zeke – and who he listens to.

Well, on this day, Zeke and Robin have a visitor from their home town, EDDIE UGLESICH – aka OOG. Oog was the Big Man on Campus in their high school, star football player, and bully extraordinaire. “He’s got a lot of nerve. Tell him to go away.” April responds, “Don’t be like that, Zeke, he’s had a hard time.” “Good.” “He’s coming with his daughter.” “Is April coming, too?” “No, they split up.” Interested... “Really?” “Don’t tell me you’re still hot for her after all these years?” “Who left who?” “She left him.” Victorious, “Serves him right. Who for?” “I don’t know all the gory details.”

“What brought him out of the woodwork?”

“He’s bringing his daughter to Hollywood and he wanted to impress her, I guess.”

“I didn’t know you two were friends.”

“I used to help him with his homework. -- So he wouldn’t beat you up.”

“You probably thought he was cute.”

“Are you kidding? He was a hunk.”

Oog arrives... balding like Terry Bradshaw, a little paunchy but still handsome. Humbled and chastened and mellowed. Sweet daughter (ROSIE) who looks up to her dad.

Oog is jolly, a little embarrassed – but generous in his praise, saying that Zeke was a hero to everybody. – Oog pretends to have known Zeke pretty well and liked him. But instead of being gracious, Zeke regales the daughter with stories of all the terrible things that Oog did to him. Zeke the ....Geek/Freak/Meek/Weak/Bleak. “I have especially fond memories of the time you zipped me up in the equipment bag and left me in the locker room over night.” But Zeke overdoes it, and as he humiliates Oog in front of his daughter, your sympathy starts to shift...

Robin goes to his rescue, “C’mon, Eddie, I’ll give you the tour. (aside to Zeke) I’m very disappointed in you.” Zeke tries to apologize as they walk away, “Aw, Oog, I was just joking.”

Production assistant comes over....”Leon wants to see you.”

Zeke rolls his eyes and makes a haughty remark. “Did he say pretty please?”

Meeting with Leon. Joel Silver with a speech impediment. One of the few people who’s a bigger asshole than Zeke.

Leon is ranting and raving – “Throw him off the lot! And don’t let him back until we need him again!”

“Down, Leon, down.

Leon is proud of himself... “How’s the special coming.”



"It's coming."

"It's two years overdue."

"You want it to be good, don't you?"

"And the endorsements? Did you approve them?"

"I'm not gonna endorse that crap." He improvises an endorsement for toxic waste....

"Don't push me, Zeke. There's a lot of money in those endorsements."

"What are you gonna do, Leon, get rid of me? My show makes you over \$100,000,000 a year for the studio. I write it, direct it, produce it, and I do almost all the voices. So just let me do my job, and don't worry about a few extra million that are getting away because I'm not willing to poison the bodies and souls and minds of children. Not now. Not ever."

And we realize he's not so bad.

Leaves and goes to tape the Howard Stern show (or Letterman). Where we learn about his childhood, show an old cartoon, pictures of him....

He mocks Leon on the show...

Next day he goes in...

"Leon wants to see you."

"Now what is it?"

"Zeke, I want you to meet Norman. He's a big fan of yours."

Norman – pimple-faced Jewish adolescent. Young Jerry Lewis.

"Oh, Mr. Amory, I'm your biggest fan. I've seen all your cartoons at least a hundred times."

Leon: "Do your voices for Zeke, Norman. Go on, he'll be amazed."

He does all Zeke's voices – exactly copies, and with real flair. –

Zeke goes pale. "Not bad, kid. Keep practicing and you'll do all right."

Leon: Guess what, Zeke? We don't need you any more. You're fired.

Zeke: Fine, you don't want me, I'll just take my characters and go.

Leon: We own the characters, Zeke. They stay. You go.

Zeke: "Oh yeah, try and make me." He sits.

He's being dragged through the hallway by security guards, "All right. Who's coming with me?"

Leon introduces Norman to the crew.

"Crew, I want you to meet your new boss."

Zeke in the Ferrari, driving erratically, talks to himself. In his voice, in the voice of his characters. Goes to his Business Manager. Gets the bad news. He doesn't have a leg to stand on. Zeke wants to fight. "That could be very expensive, Zeke." "Expensive? Cost is no object." "I'm afraid it is."

He explains Zeke's finances to Zeke.

Driving home, Zeke hears his character's voices calling him names "Loser" – only Zeke's not speaking. He looks around to see who said it, but no one's there-- "Who said that?" He goes home to Pamela. Doesn't say anything. For the first time, she's amorous, and he's not.

Starts to be haunted. Looks in the mirror. Sees one of his characters.

Robin calls. He pretends to be fine.

In the morning, Pamela finds out the news from reading Variety.  
Zeke puts a bright face on it. "This is going to open up a whole new career for me."

Gets work. – Gets slapped with a restraining order. Law suits.

Pamela leaves with the Personal Trainer.

Doesn't know what to do with his time.  
Grocery store – does his own shopping for the first time in years. His characters talk to him from the cereal boxes and toy shelves, punch him.

Now consumed with rage, he pitches a new show to one of his studio boss buddies. A serious action blood-fest. His unconscious on full display. "This is animated?" "No, this is real. This is live. That's what people want these days." The studios pass. –

Now, everywhere he goes, he's got an entourage of cartoon characters that only he can see and hear – like Harvey.

Charity event at his house...where all his friends and business contacts have to fork over a lot of money to find a cure for his favorite disease.

Only Robin and Oog show up. She's worried about him.

Berates her for being with Oog. "He's a loser; he's penniless." "I don't care. I've got enough for both of us."

She offers him financial help.

He pretends he doesn't need it.

They leave.

Next morning, he's in his pyjamas in his screening room, watching himself star in the animated version of Hamlet. In the screening room, he's surrounded by his characters. His butler next to him. Door bell rings. "Get that, will you, Bellows." "Get it yourself. I'm watchin' the cartoon."

Zeke gets up and finds the sheriff at the door. "The house is being repossessed by the bank. I'll give you an hour to get your personal belongings, and then I'm afraid you'll have to ask you to leave. –



He flips out. Cars be tiger eat. Gets dragged out. Bellows in rage with the Jew play and silver. Zeke gets put out on the street in his pyjamas, without his wallet.

He goes down the street to a rich friend's estate. Nobody's there. Out of the country — climbing Mount Everest — unreachable by phone. (Zeke's characters are with him. Give him advice. Tell him what to do.) He breaks in. Gets trapped by the dogs. Security guards and cops come. Arrested.

He's at the police station. "You got one call."  
Dials a number. Pained expression on his face.... "Hello.....Mom."

Alone in his cell — which is crowded with his characters.

He is released into his mother's custody.  
We immediately recognize her as Miss Quilty, the Ostrich Teacher.

On the plane. — She's still angry over her characterization on the show.

Picked up in Topeka by Dad, who we immediately recognize as Max the Ibex.

In the car, Zeke is in the backseat. "We told you to get a law degree, something to fall back on." "I have something to fall back on. My butt."

His parents house. His old room. Farrah Fawcett poster. Drawing board. — He tries to sleep. His characters keep him awake. — Maybe their juvenile — Tiny Toons — form.

Brother the Dentist (He's upset because Zeke didn't bother to include him in the zoo.) (I did create a character from you, but I knew if I put it on the air you'd lose all your patients.) (Running gag — what was it? — Brother insists on knowing, and then when he knows, he's insulted.)

Living at home. His family notices that he's acting weird. He tries to draw and invent something new, but he's got writer's block.

[ Invents some new characters. Sycophantic characters who shore him up.  
Next day, they are decimated by his old characters at the stop light.

Tells Dad about his problems. Go to a shrink at the mental hospital where he had a brief stay as a teenager. (Zeke the Freak)

Shrink is the one guy even Zeke picked on. Zeke tries to act like there's no problem, that he's not crazy. But we see that he is being barraged by his characters.

Then he runs into April Donovan. — They hit it off. — She shows interest. Flattered by her portrayal on the show. Plays up to him. . Laughs at his jokes. THINKS HE'S STILL RICH. He leads her on in that mistaken belief. They start dating.

Zeke puffs up and feels in control again. The characters all advise him like Bogart to Woody Allen in Play It Again, Sam.

He watches TV – sees Norman on Leno with Pamela. Norman's behavior is now pompous and obnoxious. Time capsule replay of himself.

He's feeling good about April, out on a date, when Robin shows up with Oog. They're ENGAGED! – April is all over him – and he acts like, so what, I've got April.

He is about to score with April when She leaves him high and dry – furious at him for deceiving her. "Why else would I be interested in you?" she attacks.

Zeke is desolate. How could he be so stupid, thinking he could get April. She was just using him to make Oog jealous. He fell for it again –like Lucy holding the football for Charlie Brown. And now, seeing Robin with Oog, it hits him like a thunderbolt: he loves Robin. He's made a terrible mistake.

He rushes out to proclaim his love to Robin. – She's angry. Tells him off.

He realizes he's blown it big time. Harrassed by his characters, he gets into a terrible accident – like out of a Road Runner cartoon.

Hospital – he's unconscious.

Hospital – Robin comes to visit. Talks to him in her voices. --

He comes back to consciousness – sees her above him – like an Angel. It's like his prayers have been answered. But he quickly finds out that she's going ahead with the wedding to Oog.

He's been committed to the asylum.

[ His psychiatrist makes him realize that his 4 characters are all him. And that he has to master them, integrate them.

Norman comes to visit. – He brought him some work. They need his help to finish the Valentine's Day Special. – Now Zeke knows what to do. They set about finishing it.

MONTAGE – It's done.

Wedding Day – summon Robin for some last minute dubbing. Reluctantly, she goes. – She sees the Valentine's Day Special, now completed,

All she has to say is "I do." After a long pause, she says the words. The minister says, "And our heroes will get together. Or will they? NO! She leaves to go to her wedding. Sadly, he wishes her adieu. Says he made a big mistake, and he loves her, and all he wants is for her to be happy. She smiles and leaves.

#### LATER THAT DAY

Zeke is still in a full body cast, but Norman helps him escape. They go to the Church. Robin and all the guests are afraid he'll cause a scene. – They get to the part where the minister says, "If anyone here has reason why these two should not be joined in holy matrimony, speak now or forever hold your peace." Everyone expects Zeke to cause a scene. But he doesn't. – The Minister proceeds.... Then Robin interrupts.

Chaos breaks out --- Zeke and Robin kiss and get together; Oog and April get together; and Norman and Pamela) get together.



# LOONEY

By  
Gary Goldman

Imagine if a whole zany cartoon universe were the invention of one great genius who created all the brilliant characters - and did all their incredible voices.

Imagine that this guy, ZEKE AMORY, writes, produces, and directs all the cartoons.

Imagine that all of his characters are living simultaneously in his prodigious imagination. Talking with Zeke is like a dinner party with all of his crazy characters invited.

Now imagine that Zeke gets fired and loses all rights to his creations.

All those characters he's been "channeling" for years -- well, now they are bottled up inside him with no outlet.

Naturally, they escape from his psyche and enter his world -- as hallucinations.

They live with him. Torture him. Advise him.

And that causes him to behave very oddly.

So, just at the point that Zeke has to start over and reinvent himself, he is driven even crazier by his characters -- who won't leave him alone.

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It doesn't take long for Zeke to go broke, lose his house, get thrown out on the street, and get rescued by his mom, who brings him back home to Nebraska, where he has to move back into his old bedroom, face the real-life models for all his characters - and re-live the adolescent nightmare that he thought he had escaped forever.

With the "help" of his characters, Zeke blows his chances with both the former Prom Queen, whom he has never forgotten, and the former Girl Next Door, whom he should never have left.

And right after that, he ends up in an actual looney bin with the only friends he has left - his characters.

Zeke's Shrink won't let him out unless Zeke can get his characters to go away and leave him alone. Which they won't do until Zeke doesn't "need" them any more.

And that can't happen until Zeke figures out who he really is and whom he really loves.

And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!



# LOONEY

By  
Gary Goldman

**ZEKE AMORY**, brilliant but unstable cartoon genius, gets kicked off his own hit tv show (like *The Simpsons*) because he won't let the studio license his characters to advertise stuff that's bad for kids.

Traumatized, and without the creative outlet that kept him sane, Zeke starts to be haunted by his wacky creations. They enter our world, but only he can see them. Naturally, he seems totally insane.

With dizzying swiftness, Zeke loses everything and has to move back in with his parents – sleeping in the little twin bed in his old room in his home town in Nebraska. Suddenly, he is reliving the adolescent nightmare that inspired his creative vision in the first place.

Before long, harrassed by his characters who won't go away, Zeke ends up in the looney bin. And his only way out, his only hope of sanity, his only chance to win the woman he loves – is by outfoxing his rebellious creations and re-integrating them into his fractured personality.

## LOONY

By  
Gary L. Goldman

When his ego inflates to Hindenberg-ian proportions, ZEKE AMORY, brilliant but eccentric cartoon genius, gets kicked off his own hit TV show, like "The Simpsons," which he created and for which he does all the voices. Suddenly Zeke no longer owns his famous characters, who are based on people from his life and on the many warring aspects of his personality.

Traumatized, and without the creative outlet that kept him sane, Zeke starts to be haunted by his wacky creations. Of course, only he can see them. So he seems totally out of his mind.

With dizzying swiftness, Zeke loses everything: the Beverly Hills mansion, obnoxious Ferrari, starlet girl friend. He gets arrested for vagrancy, is bailed out by his mother, and has to move back in with his parents, sleeping in the little twin bed in his childhood home back in Nebraska. Once there, we recognize the models for Zeke's characters. Suddenly, he is reliving the adolescent nightmare that inspired his creative vision in the first place.

Befriended, coached, and harassed by incorrigible cartoon characters who won't leave him alone, Zeke has to put his life back together before he loses his sanity and the woman he has always loved.

# **EXHIBIT 2**

Manually Filed

# **EXHIBIT 3**

**Zootopia Merchandise**

<b>BOOKS</b>	
<p><b>A Big Golden Book: Zootopia</b></p> 	<p><b>A Buddy Tale</b></p> 
<p><b>A Little Golden Book: Zootopia</b></p> 	<p><b>Big Trouble in Little Rodentia</b></p> 
<p><b>Zootopia Comics Collection</b></p> 	<p><b>Zootopia Crochet</b></p> 
<p><b>Zootopia Deluxe Book and Model Set</b></p> 	<p><b>Zootopia Grab and Go Play Pack</b></p> 

**Zootopia Merchandise**

<p><b>Judy Hopps and the Missing Jumbo-Pop</b></p> 	<p><b>It's A Hustle!</b></p> 
<p><b>Zootopia Living the Dream</b></p> 	<p><b>Judy's Dream Files</b></p> 
<p><b>Magic Ink Activity Book</b></p> 	<p><b>Zootopia Look and Find</b></p> 
<p><b>My First Puzzle Book</b></p> 	<p><b>My Busy Book</b></p> 



**Zootopia Merchandise**

<p><b>Zootopia Real-Along Storybook and CD</b></p> 	<p><b>Zootopia Paws Up!</b></p> 
<p><b>Zootopia Sticker Album</b></p> 	<p><b>Spirit and Strength</b></p> 
<p><b>Super Animals!</b></p> 	<p><b>Sticker Scenes</b></p> 
<p><b>The Big Case</b></p> 	<p><b>The Art of Zootopia</b></p> 



**Zootopia Merchandise**

<p><b>The Junior Novelization</b></p> 	<p><b>The Essential Guide</b></p> 
<p><b>The Stinky Cheese Caper and Other Cases from the ZPD Files</b></p> 	<p><b>The Official Zootopia Handbook</b></p> 
<p><b>Zootopia Comic</b></p> 	<p><b>Ultimate Sticker Book: Zootopia</b></p> 

**Zootopia Merchandise**

<b>TOYS</b>	
<p><b>Carrot Recorder Pen</b></p> 	<p><b>Clawhauser &amp; Bat Eyewitness</b></p> 
<p><b>Collector's Tin</b></p> 	<p><b>Danger in the Rainforest District</b></p> 
<p><b>Deluxe Figurine Playset</b></p> 	<p><b>Disney Infinity: Judy Hopps</b></p> 
<p><b>Disney Infinity: Nick Wilde</b></p> 	<p><b>Disney Infinity: Zootopia Power Disc Pack</b></p> 

**Zootopia Merchandise**

<p><b>Figurine Playset</b></p> 	<p><b>Flash Plush (14")</b></p> 
<p><b>Flash Plush (14")</b></p> 	<p><b>Flash Plush (9.5")</b></p> 
<p><b>Gearshift Puzzle</b></p> 	<p><b>Gazelle Singing Doll</b></p> 
<p><b>Judy Hopps &amp; Assistant Mayor Bellwether</b></p> 	<p><b>IncrediBuilds Zootopia Deluxe Model Set</b></p> 

**Zootopia Merchandise**

<p><b>Judy's Police Cruiser</b></p> 	<p><b>Judy's Carrot Recorder and Badge</b></p> 
<p><b>Judy Hopps Plush</b></p> 	<p><b>Judy Hopps Plush</b></p> 
<p><b>Judy Hopps Plush</b></p> 	<p><b>Judy Hopps Plush</b></p> 
<p><b>McHorn &amp; Safety Squirrel</b></p> 	<p><b>Mayor Lionheart &amp; Lemming Businessman</b></p> 



**Zootopia Merchandise**

<p><b>Meter Maid Pursuit</b></p>  A toy set for the movie Zootopia. It features a white and red car with a figure inside, and a small figure of Nick Wilde. The packaging is orange and black with the Zootopia logo.	<p><b>Memory Match Game</b></p>  A memory match game for Zootopia. It features a yellow and orange box with the Zootopia logo and several cards showing different characters. The text "Memory Match Game 1 SET" is visible.
<p><b>Nick &amp; Finnick</b></p>  Two action figures from Zootopia: Nick Wilde and Finnick. They are shown in their packaging, which is white and green with the Zootopia logo.	<p><b>Mr. Big &amp; Koslov</b></p>  Two action figures from Zootopia: Mr. Big and Koslov. They are shown in their packaging, which is white and green with the Zootopia logo.
<p><b>Nick's Convertible</b></p>  A red convertible toy car for Zootopia. It features a figure of Nick Wilde inside. The packaging is orange and black with the Zootopia logo.	<p><b>Nick Wilde Doll</b></p>  A doll of Nick Wilde from Zootopia. It is shown in its packaging, which is white and green with the Zootopia logo.
<p><b>Nick Wilde Plush (11")</b></p>  A plush toy of Nick Wilde from Zootopia. It is a small, brown and orange fox wearing a green shirt and blue tie.	<p><b>Nick Wilde Plush (13.5")</b></p>  A plush toy of Nick Wilde from Zootopia. It is a larger, brown and orange fox wearing a green shirt and blue tie.



**Zootopia Merchandise**

<p><b>Nick Wilde Plush (7.5")</b></p> 	<p><b>Officer Judy Hopps Doll</b></p> 
<p><b>Roleplay Set</b></p> 	<p><b>Operation Red Wood</b></p> 
<p><b>Sticky Note Roller Pen</b></p> 	<p><b>Short Range Walkie Talkies</b></p> 
<p><b>World of Zootopia Set</b></p> 	<p><b>Assistant Mayor Bellwether Plush</b></p> 

**Zootopia Merchandise**

**Finnick Plush**



**Gazelle Plush**



**GAMES**

**Zootopia Crime Files  
(Screenshot from Video Game)**



**Zootopia Hopps Pursuit  
(Screenshot from Video Game)**



**Disney Infinity  
(Screenshot from Video Game)**



**Disney Jigsaw  
(Screenshot from Video Game)**



**Zootopia Merchandise**

<b>CLOTHING</b>	
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 

**Zootopia Merchandise**

<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 

**Zootopia Merchandise**

<p><b>Zootopia T-Shirt</b></p> 	<p><b>Zootopia T-Shirt</b></p> 
<p><b>Zootopia Pajama Set</b></p> 	<p><b>Zootopia Pajama Set</b></p> 

**KITCHENWARE**

<p><b>Zootopia Snack Bottle</b></p> 	<p><b>Flash Mug</b></p> 
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**Zootopia Merchandise**

<b>OTHER MERCHANDISE</b>	
<p><b>Zootopia Headphones</b></p>  A pair of red and white over-ear headphones with a coiled cable. The ear cups feature the Zootopia logo and character designs.	<p><b>Zootopia Tote Bag</b></p>  A blue tote bag with a colorful illustration of various Zootopia characters, including Judy Hopps, Nick Wilde, and others, in a dynamic pose.

# EXHIBIT 4

**Zootopia Advertisements**

**Screenshot from “Zootopia US Teaser Trailer” (1:48 min)**  
(see <https://www.youtube.com/watch?v=g9lmhBYB11U>)



**Screenshot from “Zootopia Official US Sloth Trailer” (2:37 min)**  
(see <https://www.youtube.com/watch?v=bY73vFGhSVk>)



**Screenshot from “Zootopia Official US Trailer #2” (2:46 min)**  
(see <https://www.youtube.com/watch?v=jWM0ct-OLsM>)



**Zootopia Advertisements**

Screenshot from “‘Popsicle’ Clip – Disney’s Zootopia” (3:08 min)  
(see <https://www.youtube.com/watch?v=ujncmH8YnNc>)



Screenshot from “‘Gondola’ Clip – Disney’s Zootopia” (2:21 min)  
(see <https://www.youtube.com/watch?v=a6G8k5b01uE>)



Screenshot from “‘Assistant Mayor Bellwether’ Clip – Disney’s Zootopia” (1:04 min)  
(see <https://www.youtube.com/watch?v=XNv0AoWLMKY>)



**Zootopia Advertisements**

**Screenshot from “‘Have a Donut’ Clip – Zootopia” (1:06 min)**  
(see <https://www.youtube.com/watch?v=zQ2XkyDTW34>)



**Screenshot from “‘Elephant in the Room’ Clip – Zootopia” (0:49 min)**  
(see <https://www.youtube.com/watch?v=b8hYj0ROMo4>)



**Screenshot from “‘Fur of a Skunk’ Clip – Zootopia in Theatres in 3D March 4!”**  
(1:07 min) (see <https://www.youtube.com/watch?v=d6C5yxb5HMA>)





**Zootopia Advertisements**

**Screenshot from “‘Meet Clawhauser’ Clip – Zootopia” (0:53 min)**  
(see <https://www.youtube.com/watch?v=dEj5qwsDn3o>)



**Screenshot from “‘Arriving’ Clip – Zootopia” (0:58 min)**  
(see <https://www.youtube.com/watch?v=Hlf7jMictTQ>)



**Screenshot from “Shakira – Try Everything (Official Video)” (3:23 min)**  
(see <https://www.youtube.com/watch?v=c6rP-YP4c5I>)



**Zootopia Advertisements**

**Screenshot from Defendants' Website**  
(see <http://movies.disney.com/zootopia>)

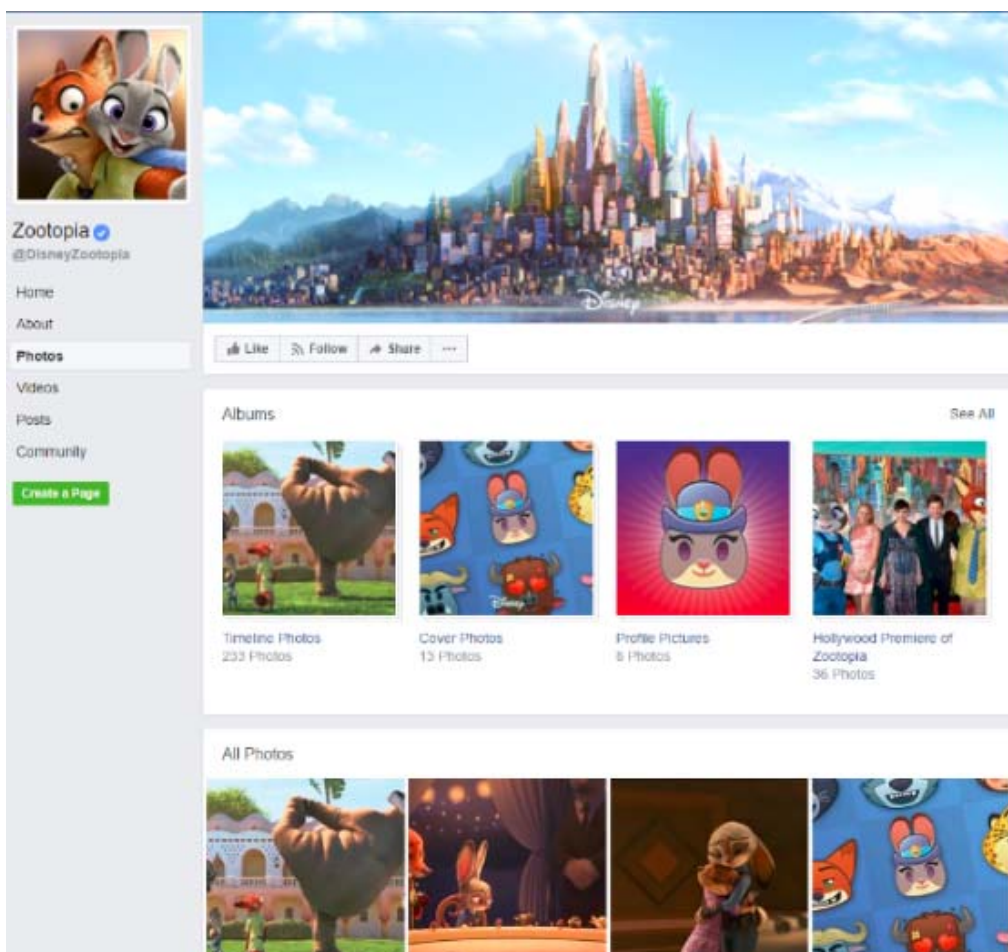


**Screenshot from Defendants' Website**  
(see <https://www.disneyanimation.com/projects/zootopia>)



**Zootopia Advertisements**

**Screenshot from Defendants' Facebook page**  
(see <https://www.facebook.com/pg/DisneyZootopia>)



**Zootopia Advertisements**

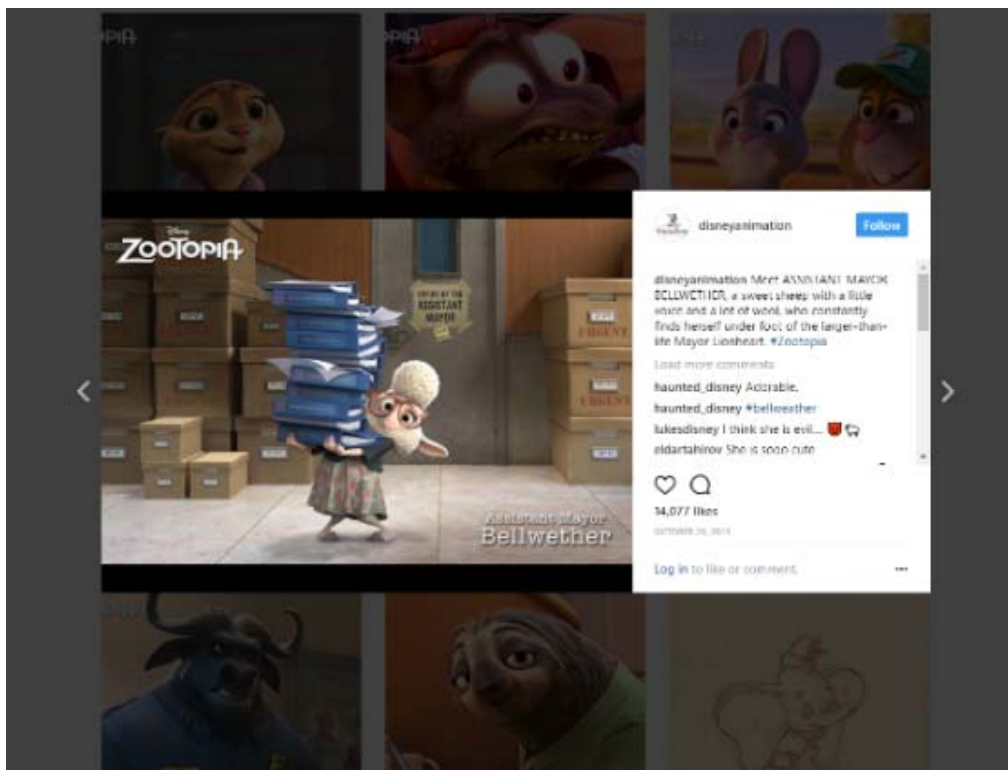
**Screenshot from Defendants' Twitter profile**  
(see <https://twitter.com/DisneyZootopia>)





**Zootopia Advertisements**

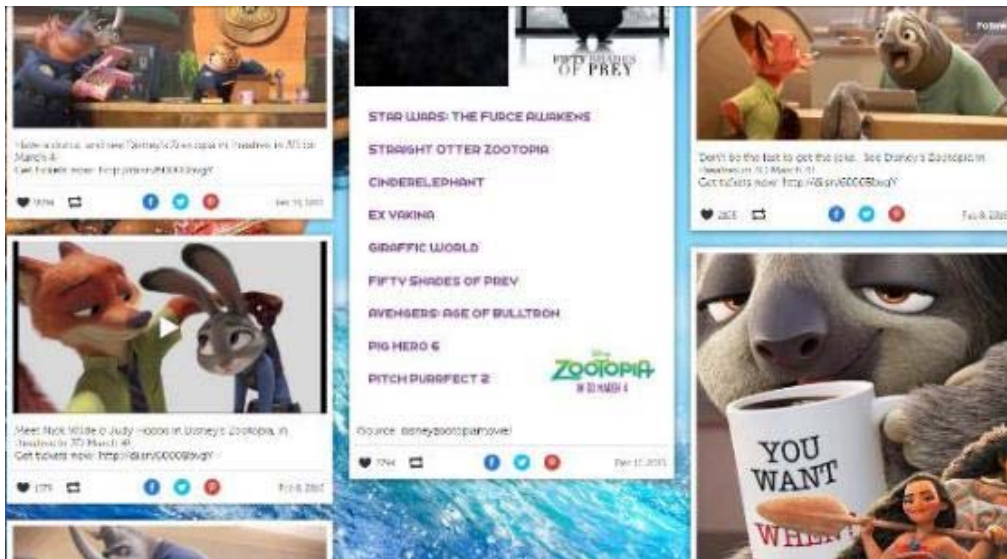
**Screenshot from Defendants' Instagram profile**  
(see <https://www.instagram.com/disneyanimation/>)





**Zootopia Advertisements**

**Screenshot from Defendants' Tumblr page**  
(see <http://disneyanimation.tumblr.com>)



**Zootopia Advertisements**

**Screenshot of Defendants' Movie Poster**



**Zootopia Advertisements**

**Photo of Defendants' Billboard Advertisement**





**Zootopia Advertisements**

**Photo of Defendants' Billboard Advertisement**



**Photo of Defendants' Bus Advertisement**



**Zootopia Advertisements**

**Photo of Defendants' Promotional Event**

